

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

**ROI DEVELOPERS, INC.,  
d/b/a ACCRUVIA,**

**Plaintiff,**

**v.**

**ATHENA BITCOIN, INC.,**

**Defendant.**

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**Civil Action No. 4:22-cv-00073-O**

**PLAINTIFF'S APPENDIX IN SUPPORT OF ITS RESPONSE  
TO DEFENDANT'S MOTION FOR SUMMARY JUDGMENT**

<b>Attachment</b>	<b>Exhibit</b>
Affidavit of Shaun Overton	1
Affidavit of Kelly Stewart	2
Declaration of Panagiotis Angelopolous	3
Supplemental Declaration Panagiotis Angelopolous	4

Dated this 24th day of October, 2022.

Respectfully submitted,

/s/ Kelly Stewart

Kelly Stewart  
Texas Bar No. 19221600  
K STEWART LAW, P.C.  
5949 Sherry Lane, Suite 900  
Dallas, Texas 75225  
Telephone: 972.308.6168  
kelly@kstewartlaw.com

**ATTORNEY FOR PLAINTIFF**

**CERTIFICATE OF SERVICE**

I certify on the 24th day of October, 2022, I filed this document electronically with the Court using the CM/ECF system, which will sent a notice of electronic filing to counsel of record.

/s/ Kelly Stewart

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

ROI DEVELOPERS, INC.,  
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Plaintiff,

v.

ATHENA BITCOIN, INC.,

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Civil Action No. 4:22-cv-00073-O

AFFIDAVIT OF SHAUN OVERTON

STATE OF TEXAS §

COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared Shaun Overton, known to me to be the person whose signature appears below, and upon his oath duly deposed and said:

1. I am the President and owner of ROI Developers, Inc. d/b/a Accruvia ("Accruvia").  
As such, I have knowledge of the facts in this Affidavit.

2. Accruvia is a Texas corporation, with its principal office in Hurst, Texas. I personally reside in Hurst, Texas.

3. Accruvia's primary business is that of an API (applications programming interface) integrator, which means it develops software that allows two other unrelated software platforms to work and communicate with each other.

4. Accruvia had been hired by a consultant for the government of El Salvador to fix certain software problems with a government-sponsored bitcoin project called Chivo Wallet in the late-summer/early-fall of 2021. One of Accruvia's tasks was to help fix the problems and bugs caused by software for Chivo Wallet that had been developed by an "Athena Bitcoin" entity.

5. During that process I became aware of "Athena Bitcoin" and its CEO, Eric

Gravengaard ("Gravengaard") in September 2021.

6. In September of 2021, I on behalf of Accruvia signed a "Term Sheet" under which I was going to work for Athena Bitcoin Global, Inc. (the signatory), as an employee and do other work subject to certain due diligence and a closure of the deal by the targeted date of October 22, 2021.

7. The parties did not close any deal or sign any "definitive transaction documents" as anticipated, but not required, by the Term Sheet.

8. I signed the Term Sheet, even though by doing so I was giving up a \$4.5 million opportunity with the government of El Salvador, based on Gravengaard's representations as to the business and plans of "Athena."

9. I had disclosed to Defendant Athena Bitcoin, Inc. ("Athena") that Accruvia was based in Texas, and that I lived in Texas.

10. Subsequent to the Term Sheet, Accruvia performed custom software development for Athena on Chivo Wallet, along with providing supplemental marketing services.

11. The work done by Accruvia was done, in part, by me in Texas and by Bailey Jarrell, who was employed by Accruvia and who lived in Texas. Other parts of the work were performed by Accruvia contractors who were not in Texas. Ms. Jarrell now works for Athena and still lives and works in Texas to my knowledge.

12. I believed, at the time Accruvia started the work that forms the basis of this lawsuit, that I was working for Athena. This work Accruvia performed was directed by Athena, and was provided to Athena.

13. Chivo Wallet was a project of the government of El Salvador to address the "remittance" market with ATMs, or to assist in limiting or lowering commissions charged for the transfer of moneys, often from individuals in the United States to individuals in El Salvador. My

understanding based on my work for the government of El Salvador and for Athena on Chivo Wallet, was that Chivo Wallet, when used in a bitcoin ATM in the United States using its technology, would allow a person in the United States to deposit cash in a bitcoin ATM, which would then convert the cash to bitcoin, and then that bitcoin could be obtained by someone in El Salvador (or anywhere) who has the Chivo Wallet app. The recipient can then sell the bitcoin at a cryptocurrency ATM to withdraw U.S. dollars. Chivo Wallet was a way to dramatically lower the commission charged in a pure cash-to-cash transfer.

14. A diagram provided to Accrivia by the government of El Salvador as part of the work Accrivia was doing on Chivo Wallet for Athena also shows that Chivo Core is part of Chivo Wallet. A true and correct copy of that diagram is attached as Exhibit 1-A.

15. The coding done by Accrivia for Chivo Wallet, Athena, which I understand is also called Chivo Core and is part of Athena Ruru, is part of the work/invoices sued under here.

16. Accrivia invoiced Athena, per directions from Athena, for the work in question here. I worked with Noreen Pepino, an Athena employee, in sending invoices to Athena.

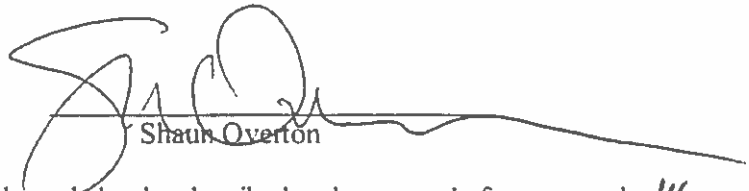
17. Athena, as indicated by payment entries, paid Accrivia for the first invoice on that work, as invoiced. Attached as Exhibit 1-B, 1-C and 1-D are true and correct copies of an invoice and payment records for the first invoice submitted by Accrivia (noting that it was paid by "Athena Bitcoin Inc.")

18. Attached as Exhibits 1-E are true and correct copies of two additional invoices submitted by Accrivia to Athena for payment of the work in question, which total \$83,678.91. Attached as Exhibit 1-F are true and correct copies of invoicing records for the two last invoices submitted to Athena that show that they were going to be paid by "Athena Bitcoin Inc."

19. Accrivia expected payment for the work it performed for Athena that forms the basis of this lawsuit.


20. No entity, Athena or otherwise, has paid Accrivia for invoices for the subsequent work

21. \$83,678.91 remains due and owing to Accrivia for the work performed that forms the basis of this lawsuit.

  
Shaun Overton

This instrument was personally acknowledged, subscribed and sworn to before me on the 14 day of October, 2022, by Shaun Overton.



  
NOTARY PUBLIC in and for the  
State of Texas

My Commission Expires: sep 5/2026

## Chivo Core

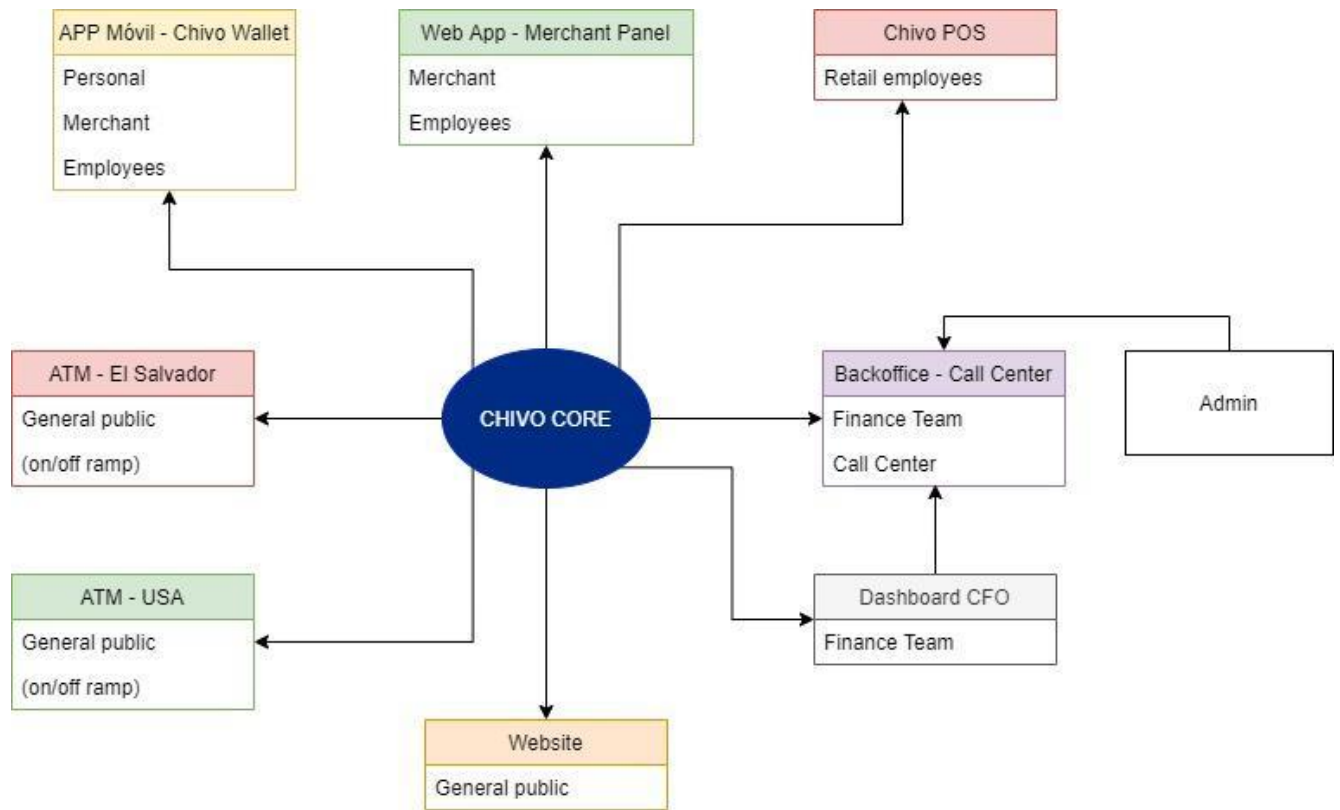





























Figure 1: Chivo Core Diagram

## Mobile APP - Chivo Wallet

React









Feature	Status
User registry - person with DUI	✓
User registry - person with Passport	✗
User registry - merchant with DUI and NIT	✓
User registry - merchant with Passport and NIT	✗
Login and permissions according to role	✓















Account recovery	 Forget PIN and Phone
Biometrics integration	
Functionality to airdrop \$30 in BTC to all successfully registered Salvadorians	
BTC/USD exchange with no fees	
Send BTC/USD to Chivo users with no fees	
Receive BTC/USD from Chivo users with no fees	
Receive BTC on chain	
Receive BTC using Lightning Network	
Send BTC on chain	
Send BTC using Lightning Network	
User profile management	
Bank account management	 We need Account validation
Bank account withdrawals to national banks - El Salvador	
Payment button from national banks - EL Salvador	
Automatic BTC/USD conversion function	
Integration with KYC provider (Netki)	
Transaction limits	
Integration with KYT provider (Elliptic)	
Integration with SMS provider - El Salvador (Mobile SV)	

Integration with SMS provider - International (Twilio)	
Integration with hot custody wallet - Bitgo	
ATM integration	 Presenta fallas
Payment button - Credit card	
Integration with provider to receive payments from the website	 Presenta fallas
Payment button - Taxes	
Integración with NRPN API (National Register for Natural People)	
Payment button - Services (NPE)	




## Web App - Merchant Panel












React

Feature	Status
Login and permissions according to role	
Integration with SMS provider - El Salvador (Mobile SV)	
Integration with SMS provider - International (Twilio)	
Check general balance USD/BTC	
Payment processing USD/BTC	
Transactions management	
Receive BTC/USD from Chivo users with no fees	
Send BTC/USD from Chivo users with no fees	







Receive BTC on chain	
Receive BTC using lightning network	
Send BTC on chain	
Send BTC using lightning network	
Integration with KYT provider (Elliptic)	
Management module for retail employees	
Chivo Pos management	
Configure automatic conversion	
Bank account management	
Bank account withdrawals	
BTC/USD exchange with no fee	
Payment button - Taxes	
Payment button - Services (NPE)	
Transactions reports	

## BackOffice - Call Center

Feature	Status
Create new chivo users	
Modify PIN	 Users have PIN issues
Modify phone	

Activate/Deactivate chivo users	 Activate chivo users is not implemented
Integración with NRPN API (National Register for Natural People)	
Integration with Vaccination API	
Check transactions	
Balance management for chivo users	
Financial reports	
Transaction limit management	
Fraud alerts	
Access to KYC provider (Netki)	
Access to KYT provider (Elliptic)	
Bulk operations for failed bank transactions	

## Dashboard CFO

Feature	Status
Check general balances	
BTC Buy/Sell	
Trust fund information	
Overall position charts by periods	
Integration with Exchanges (Bitso, Binance and Coinbase)	
Integration with Hot and Cold Wallet ( Bitgo and Bitso)	

## ATM - El Salvador

Athena

Feature	Status
Buy BTC	✓
Withdrawals from Chivo Wallet	✓
Coupon exchanges	✓
Check balance	✓
Add money to Chivo Wallet	✓

## ATM - USA

Athena

Feature	Status
Buy BTC	✓
Withdrawals from Chivo Wallet	✓
Check balance	✓
Add money to Chivo Wallet	✓

## Chivo POS

Athena

Feature	Status
Payment processing	✓
Receipts	✓

## Website

HTML5 + CSS3

Feature	Status
General Information	✓
Add money to Chivo wallet using credit cards	✓
Unsubscribe from Chivo Wallet	✗

## Required Team

Application	Quantity	Requirements
Mobile APP	4	React-Native/Expo Front-end
Merchant Panel	2	React Front-end
Backoffice / Dashboard CFO	6	React Front-end
Website	2	HTML5 + CSS3 Diseñador
Chivo Core	6	Django Celery - Redis Postgres - NoSQL
QA Team	2	Functional testing Automated Testing End to end testing (Cypress)
Devops	2	Infrastructure (K8s, Docker, AWS,

		CICD)
TOTAL	24	



Accruvia  
 615 W Harwood Rd Ste B2  
 Hurst, TX 76054 US  
 soverton@roidvs.com

## INVOICE

### BILL TO

1332 North Halsted Street,  
 Chicago, IL, 60642

INVOICE # IB1049

DATE 10/04/2021

DUE DATE 10/11/2021

TERMS Net 30

ACTIVITY	AMOUNT
Programming Hours:Programming Hour Franklin Grassals	666.66
Programming Hours:Programming Hour Williams Mendez	1,999.98
Programming Hours:Programming Hour Panos Angelopoulos	1,999.98
Programming Hours:Programming Hour Burak Hamzaoglu	630.00
Programming Hours:Programming Hour Mariano Andres	1,200.00
Programming Hours:Programming Hour Mario Grullon	1,200.00
Programming Hours:Programming Hour Gustavo Rodriguez	484.00
Programming Hours:Programming Hour Shaun Overton	3,333.36
Programming Hours:Programming Hour Overhead expenses - 1.5%	172.71

PAYMENT	11,686.69
BALANCE DUE	<b>\$0.00</b>



Shaun Overton &lt;soverton@accruvia.com&gt;

## Athena Bitcoin Inc has paid you

3 messages

Bill.com Operations <NoReply-Payments@hq.bill.com>  
 To: "soverton@roidevs.com" <soverton@roidevs.com>

Wed, Oct 13, 2021 at 5:44 AM



Hi Accruvia,

You've received money in your bank account from Athena Bitcoin Inc for these invoices:

Invoice #	Due Date	Amount	Payment Amount	Process Date
IB1049	10/11/21	\$11,686.69	\$1,686.69	10/12/21
<b>Total:</b>			<b>\$1,686.69</b>	

You should see a deposit for the Total.

Have questions about the payment? Contact Athena Bitcoin Inc at 8722250048.

Thank you,  
 Athena Bitcoin Inc

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 smwarker5 101.37 03ee1a98 OTID0070-0 P01

POWERED BY **bill.com**

Accruvia00001

Bill.com Operations <NoReply-Payments@hq.bill.com>  
To: "soverton@roidevs.com" <soverton@roidevs.com>

Wed, Oct 13, 2021 at 5:44 AM



Hi Accruvia,

You've received money in your bank account from Athena Bitcoin Inc for these invoices:

Invoice #	Due Date	Amount	Payment Amount	Process Date
IB1049	10/11/21	\$11,686.69	\$10,000.00	10/12/21
Total:			\$10,000.00	

You should see a deposit for the Total.

Have questions about the payment? Contact Athena Bitcoin Inc at 8722250048.

Thank you,  
Athena Bitcoin Inc

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snvworker6.101.37.03ee1a98 OTID0070-0 P01  
POWERED BY **bill.com**

Shaun Overton <soverton@accruvia.com>  
To: shaun@athenabitcoin.com

Wed, Oct 13, 2021 at 11:52 AM

[Quoted text hidden]

2 attachments

 1733832465573382571\_1719079003140875254\_InvoiceLogo\_400x5.png  
ATHENA 1K

 1733832465573382571\_1719079003140875254\_InvoiceLogo\_400x5.png  
ATHENA 1K

10/13/21 melio Thomas R W t35164628

Electronic Debit

10/13/21 Bill.com Verify 025GYKASBX3CQGN

Electronic Deposit

10/12/21 Athena Bitcoin I Bill.com

016ITZNCU1YZFIX

Electronic Deposit

10/12/21 Athena Bitcoin I Bill.com

016IZMOFL1YZFIU

Electronic Deposit

10/12/21 TSYS/TRANSFIRST RESIDUAL ONESTEP

Electronic Deposit

10/12/21 PAYPAL TRANSFER 1016166541144

Electronic Deposit

10/13/21	Bill.com Verify 025GYKASBX3CQGN Electronic Deposit	<u>Enter memo</u>	+\$0.01
10/12/21	Athena Bitcoin I Bill.com 016ITZNCU1YZFIX Electronic Deposit	<u>Enter memo</u>	+\$10,000.00
10/12/21	Athena Bitcoin I Bill.com 016IZMOFL1YZFIU Electronic Deposit	<u>Enter memo</u>	+\$1,686.69



Accruvia  
615 W Harwood Rd Ste B2  
Hurst, TX 76054 US  
soverton@roidevs.com

## INVOICE

### BILL TO

Athena Bitcoin  
1332 North Halsted Street  
Chicago, IL 60642

INVOICE # IB1050

DATE 11/03/2021

DUE DATE 11/03/2021

TERMS Due on receipt

ACTIVITY	AMOUNT
Programming Hours:Programming Hour Lance Moore	6,513.00
Programming Hours:Programming Hour Mariano Andres	5,010.00
Programming Hours:Programming Hour Yordano Morel	1,904.09
Programming Hours:Programming Hour Williams Mendez	10,016.00
Programming Hours:Programming Hour Franklin Grassals	10,016.00
Programming Hours:Programming Hour Panos Angeloupoulos	10,000.00
Programming Hours:Programming Hour Mario Grullon	5,011.63
Programming Hours:Programming Hour Leonidas Panagiotou	1,517.04
Programming Hours:Programming Hour Shaun Overton	16,666.67
Programming Hours:Programming Hour Bailey Jarrell	5,871.05
Programming Hours:Programming Hour Burak Hamzao lu	1,258.06
Programming Hours:Programming Hour Overhead expenses - 1.5%	1,132.03
Programming Hours:Programming Hour Gustavo Rodriguez	335.00

Invoice for labor October 1-31

BALANCE DUE

**\$75,250.57**

Accruvia00012

Exhibit 1-E



Accruvia  
615 W Harwood Rd Ste B2  
Hurst, TX 76054 US  
soverton@roidevs.com

# INVOICE

## BILL TO

Athena Bitcoin  
1332 North Halsted Street  
Chicago, IL 60642

INVOICE # IB1052

DATE 11/04/2021

DUE DATE 11/04/2021

TERMS Due on receipt

ACTIVITY	AMOUNT
Programming Hours:Programming Hour Lance Moore	1,000.00
Programming Hours:Programming Hour Mariano Andres	500.00
Programming Hours:Programming Hour Yordano Morel	700.00
Programming Hours:Programming Hour Williams Mendez	1,000.00
Programming Hours:Programming Hour Franklin Grassals	1,000.00
Programming Hours:Programming Hour Panos Angeloupolos	1,000.00
Programming Hours:Programming Hour Mario Grullon	500.00
Programming Hours:Programming Hour Leonidas Panagiotou	350.00
Programming Hours:Programming Hour Shaun Overton	1,666.67
Programming Hours:Programming Hour Bailey Jarrell	587.11
Programming Hours:Programming Hour Overhead expenses - 1.5%	124.56

Invoice for labor November 1-3, 2021. Final payment

BALANCE DUE

**\$8,428.34**

From: Bill.com <[account-services@hq.bill.com](mailto:account-services@hq.bill.com)>  
Date: Wed, Nov 3, 2021, 5:49 PM  
Subject: Your invoice #IB1050 was received!  
To: <[soverton@roides.com](mailto:soverton@roides.com)>



Track your payment from Athena Bitcoin Inc



**\$75250.58**

Total amount

Good news! Athena Bitcoin Inc is getting ready to pay you for invoice #IB1050. We'll let you know when the payment is on its way.

Sign in to track status, see payment details, or send a note to your customer.

[Track Status](#)

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Bill.com

21

From: Bill.com <[account-services@hq.bill.com](mailto:account-services@hq.bill.com)>  
Date: Fri, Nov 5, 2021, 3:22 PM  
Subject: Your invoice #IB1052 was received!  
To: <[soverton@roidevs.com](mailto:soverton@roidevs.com)>

bill.com

Track your payment from Athena Bitcoin Inc



**\$8428.34**

Total amount

Good news! Athena Bitcoin Inc is getting ready to pay you for invoice #IB1052. We'll let you know when the payment is on its way.

Sign in to track status, see payment details, or send a note to your customer.

[Track Status](#)

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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION**

**ROI DEVELOPERS, INC.,  
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**ATHENA BITCOIN, INC.,**

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**Civil Action No. 4:22-cv-00073-O**

**AFFIDAVIT OF KELLY STEWART**

STATE OF TEXAS §

COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared Kelly Stewart, known to me to be the person whose signature appears below, and upon his oath duly depose and said:

1. My name is Kelly Stewart. I am counsel of record for Plaintiff ROI Developers, Inc., d/b/a/ Accruvia ("Accruvia") in the above-captioned case. As such, I have personal knowledge of the facts in this Affidavit.
2. Attached as exhibits are true and correct copies of the following documents (deposition exhibit stickers were left on where applicable):

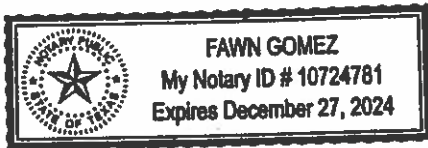
<b>Attachment</b>	<b>Athena Corp. Rep. Depo. Ex. No.</b>	<b>Exhibit</b>
Excerpts of Defendant's Supplemental Responses to Plaintiff's First Set of Personal Jurisdiction Discovery	17	2-A
Defendant's Responses to Plaintiff's First Set of Merits Discovery	18	2-B
Texas Franchise Tax Public Information Reports	4	2-C
Athena Website Printouts	7	2-D
Athena Bill.com payment statement	10	2-E
Athena bank record	14	2-F
Excerpts of Athena Bitcoin Global February 10, 2022, Form S-1	2	2-G

Further Affiant says not.

Kelly Stewart  
Kelly Stewart

This instrument was personally acknowledged, subscribed, and sworn to before me on the 17th day of October, 2022, by Kelly Stewart.

Fawn Gomez  
NOTARY PUBLIC, in and for the State of Texas



My Commission Expires: 12-27-2024

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

**ROI DEVELOPERS, INC. d/b/a  
ACCRUVIA**

*Plaintiff*

**v.**

**ATHENA BITCOIN, INC.**

*Defendant*

Civil Action No. 4:22-cv-00073-O

**DEFENDANT'S SUPPLEMENTAL RESPONSES TO PLAINTIFF'S FIRST SET OF  
PERSONAL JURISDICTIONAL DISCOVERY**

**TO:** Plaintiff ROI Developers, Inc. d/b/a Accruvia  
c/o Kelly Stewart  
K STEWART LAW, P.C.  
5949 Sherry Lane, Suite 900  
Dallas, TX 75225

**FROM:** Defendant Athena Bitcoin, Inc. (hereafter "Athena")  
c/o Larry L. Fowler, Jr. / Daniel J. Graves  
Harris Cook, LLP  
1309-A West Abram  
Arlington, TX 76013

This shall serve as Defendant's Supplemental Responses to Plaintiff's First Set of Personal Jurisdictional Discovery. The individual interrogatories and requests for documents have been included for reference in its response in bold follows thereto.

### **GENERAL OBJECTIONS**

A. Defendant hereby objects to any petition requiring a search for documents or information in the possession, custody, or control of unnamed entities, third parties and/or plaintiff itself as being unduly burdensome, vexatious, and harassing.

B. Defendant objects to each of the discovery requests to the extent they seek information or documents protected from disclosure under the work-product doctrine, the attorney-client privilege, or any other privilege.

C. Defendant objects to each of the requests to the extent they seek information or documents which pertain to or originated in the period prior to the date on which the instant case and controversy arose.

D. All the objections and responses presented in this document, including Defendant's general and specific objections are made without prejudice, to Defendant's right to present additional objections as may be deemed appropriate upon further discovery or review of evidence.

E. All documents marked as "OMITTED" have been expunged as privileged documents by counsel of record, pursuant to the attorney-client and/or the attorney work-product privileges, and they cannot be produced, and shall be properly identified and included in a privilege log for such purposes under Fed. R. Civ. P. 26. Also, certain documents may have been redacted to protect privileged.

### **DEFINITIONS**

The following definitions are incorporated by reference in all of Defendant's specific responses and objections to all other discovery requests made to it in this case.

a) "Irrelevant" means not relevant to the issues involved in the pending action and not reasonably calculated to lead to the discovery of evidence admissible as to those issues.

b) "Impermissibly Overbroad" means irrelevant, burdensome, and unnecessary to the extent the set of interrogatories seek: (1) information about individuals or entities not parties to this action; and/or (2) information pertaining to persons, activities and/or events that are outside the scope of the present litigation.

c) "Vague" means ambiguous or not specified with reasonable particularity.

d) "Unduly burdensome and oppressive" means that: (1) it is impossible to produce such document or information in a complete and sufficient manner without making a complex or onerous investigation; (2) the collection or reproduction of such document or information is financially burdensome or unfeasible; or (3) the document or information sought has been previously produced to a party within this action and served upon every attorney involved in the litigation.

e) "Unintelligible" means that the question as drafted cannot be comprehended thus hindering Defendant from providing an intelligent and responsive answer.

f) "Defendant" shall exclusively mean Athena Bitcoin, Inc. ("Athena").

### **RESPONSES TO REQUESTS FOR PRODUCTION**

1. All agreements with Accrivia.

**There are no documents in the possession, custody or control of Athena that are responsive to this Request.**

1.(repeated) All invoices sent to Athena by Accrivia.

**There are no documents in the possession, custody or control of Athena that are responsive to this Request.**

2. All documents concerning payments by Athena to Accrivia.

**Defendant objects this request for its vagueness, as being unduly burdensome in that it is overly broad, vexatious, and harassing. Furthermore, any payments made by Athena to Accrivia would be in Accrivia's possession and are equally available. In any case, responsive documents are being produced.**

3. All communications with Accrivia concerning work Accrivia did for Athena.

**Defendant objects this request for its vagueness and being unduly burdensome in that it is overly broad and lacking in specificity as to the information sought from this request.**

4. All documents concerning payment for work done by Accrivia.

**Defendant objects this request for being repetitive and how is drafted as Accrivia did not do any work for Athena. See previous responses to requests 1 (repeated) and 2.**

5. All DBAs (doing business as) filed by Athena.

**Athena objects this request for being vague, impermissibly overbroad, and outside the bounds of permissible discovery. Athena further objects to the use of the phrase “filed” as it is overly vague, and Athena cannot be certain as to the intended meaning to the extent that Athena cannot adequately respond to this Request. In any case, responsive documents are being produced.**

6. All documents showing any travel to Texas by any person employed by or otherwise hired or retained by Athena, including but not limited to employees, independent contractors, officers, and directors.

**Athena objects to this request as it is overly vague and unduly burdensome in that it is overly broad and lacking in specificity as to scope. Athena further objects to this Request as it is not reasonably calculated to lead to the discover of admissible evidence.**

7. All franchise tax or other tax reports filed with Texas taxing or other Texas governmental authorities.

**Athena objects this request as it is overly broad and not sufficiently limited in time or scope. In any case, responsive documents are being produced for 2017, 2018, 2019 & 2020.**

8. All documents concerning litigation Athena is involved with in Texas.

**There are not documents in the possession, custody or control of Athena that are responsive to this Request.**

9. All documents concerning Athena’s corporate relationship with Athena Bitcoin Global.

**Athena objects this request as it is vague, and unduly burdensome in that it is overly broad and lacking in specificity as to time and scope. Athena further objects to the use of the phrase “corporate relationship” as it is overly vague and Athena cannot, in good faith, ascertain the intended meaning in a manner that would allow Athena to respond to this Request. In any case, responsive documents are being produced.**

10. All documents concerning any property, including but not limited to ATMs, owned or leased by Athena in Texas.

**Athena objects to this request as it is vague and unduly burdensome in that it is overly broad and not sufficiently limited in scope in such a way that Athena can determine the information sought from this Request. Athena further objects to this Request as it is not reasonably calculated to lead to the discovery of admissible evidence. Notwithstanding the aforementioned, Athena does own and operates several cryptocurrency ATMs in Texas and it has no other property in the state.**

11. Documents sufficient to identify any employee or independent contractor of Athena in Texas.

**Athena objects to this request as it is vague, impermissibly overbroad, and lacking in specificity. In any case, Athena directs Plaintiff to its Response to Interrogatory No. 5, which is sufficient to identify Athena's sole employee located in Texas.**

12. Documents sufficient to identify any offices of Athena in Texas.

**Athena objects to this request as it is vague, impermissibly overbroad, and lacking in specificity. In any case, there are no documents in the possession, custody or control of Athena that are responsive to this Request.**

13. Documents sufficient to identify all bank accounts of Athena in Texas.

**There are no documents in the possession, custody or control of Athena that are responsive to this Request.**

14. All agreements with any person or entity in which Athena has consented to personal jurisdiction in Texas.

**Athena objects to this request as it is unduly burdensome in that it is overly broad and vague in such a way that Athena cannot in good faith ascertain the information sought from this Request. Athena further objects to this Request because it is requests information that is not reasonably calculated to lead to the discovery of admissible evidence. In any case, there are no documents in the possession, custody or control of Athena that are responsive to this Request.**

15. Documents showing all advertising done in Texas by Athena.

**Athena objects to this request because it is unduly burdensome in that it is overly broad and not sufficiently limited in time or scope. Athena further objects to the phrase "advertising" as it is vague and Athena cannot in good faith ascertain the information sought by this Request.**

16. Documents sufficient to show Athena's place of incorporation and principal office.

**Documents responsive to this Request are being produced.**

**RESPONSES TO INTERROGATORIES**

Interrogatory No. 1: If any answer to the Requests for Admissions is anything other than an admission, state all facts that support your denial or partial denial.

**RESPONSE: Not applicable**

Interrogatory No. 2: Identify Athena's parent corporations and subsidiary corporations, including how they are related to Athena.

**RESPONSE: Athena is a separate corporation, incorporated in Delaware, and it is a subsidiary of Athena Bitcoin Global.**

Interrogatory No. 3: Identify the state(s) of the residences of Athena's officers and directors (by the specific person's name and state).

**RESPONSE: Athena objects to this interrogatory as vague and not reasonably calculated to lead to admissible evidence. In any case, there are no officers or directors of Athena residing in Texas.**

Interrogatory No. 4: Identify all trips or travel to Texas done by Athena, including but not limited to its employees or persons otherwise hired or retained by Athena.

**RESPONSE: Athena objects to this interrogatory as unduly burdensome in that it is overly broad and not sufficiently limited in time or scope. Athena further objects to this Request because it is not reasonably calculated to lead to the discovery of admissible evidence.**

Interrogatory No. 5: Identify all employees working for Athena who reside or are domiciled in Texas.

**RESPONSE: Athena objects to this interrogatory as it is not reasonably calculated to lead to the discovery of admissible evidence. Subject to and without waiving the foregoing objection, Athena has one employee residing in Texas named Bailey Jarrell.**

Interrogatory No. 6: Identify, by banking or financial institution name and location, all bank accounts in Texas of Athena.

**RESPONSE: Athena does not have a bank account with a Texas bank.**

Interrogatory No. 7: Identify all websites used by Athena or its parent companies, subsidiaries, or affiliated companies accessible to Texas residents.

**RESPONSE: Athena objects to this request as unduly burdensome in that it is overly broad and not sufficiently limited in time or scope. Athena further objects that this Request seeks,**

at least in part, information which are not relevant to any issue involved in this lawsuit. In any case, Athena's website is located at: [www.athenabitcoin.com](http://www.athenabitcoin.com).

Interrogatory No. 8: Identify all DBAs (doing business as) filed by Athena.

**RESPONSE:** Athena objects to this request for as it is overly broad and not sufficiently limited in time or scope. In any case, Defendant refers to documents produced and Bates labeled as ATHENA 000010-000011.

### **REQUESTS FOR ADMISSION**

1. Athena is registered to do business in Texas.

**Admit.**

2. Athena has a registered agent in Texas.

**Admit.**

3. Athena has filed Texas franchise tax reports.

**Admit.**

4. Athena owns property in Texas.

Athena objects to this Request as it is unduly burdensome in that is it overly broad and not sufficiently limited in scope. Athena further objects to this Request because it is so vague, ambiguous and indefinite in its use of the phrase "property" that Athena cannot, in good faith, ascertain what information is sought by this Request without improperly speculating. In any case, Athena will admit that it does own movable, personal property in Texas consisting of the ATMs in operation.

5. Athena owns ATMs in Texas.

Athena objects to this Request as it is unduly burdensome in that is it overly broad and not sufficiently limited in scope. In any case, Athena will admit that it does own movable, personal property in the form of crypto ATMs in Texas.

6. Athena operates ATMs in Texas.

Athena objects to this Request as it is unduly burdensome in that is it overly broad and not sufficiently limited in scope. Athena further objects to this Request because it is so vague, ambiguous and indefinite in its use of the phrase "operates" that Athena cannot, in good faith, ascertain what information is sought by this Request without improperly speculating.

In any case, Athena will admit that it does own movable, personal property in the form of crypto ATMs in Texas.

7. Athena has employees in Texas.

Athena objects to this Request only to the extent that it uses the plural form of “employee.” Athena admits that it has one single employee residing in Texas as identified in Athena’s Answer to Interrogatory No. 5.

8. Athena has independent contractors in Texas.

Athena objects to this Request as it is so vague, ambiguous and indefinite in its use of the phrase “has” that Athena cannot, in good faith, ascertain what information is being sought by this Request. Athena further objects to this Request as it seeks information that is not relevant to any issue involved in this case and to personal jurisdiction. In any case, Athena can admit that it hires another company, Garda, to service its ATMs located in Texas.

9. Athena is doing business in Texas.

Athena objects to this request as it is so vague, ambiguous and indefinite in its use of the phrase “is doing business in Texas” that Athena cannot, in good faith, ascertain what information is being sought by this Request. Athena further objects to this Request to the extent that it seeks the responding party to admit a proposition of law. Accordingly, Athena must deny.

10. Athena obtains revenue from its work in Texas.

Athena objects to this request for as vague and unduly burdensome in that it is overly broad and not sufficiently limited in time or scope. In any case, Athena can admit it may obtain revenue from Alabama, California, Florida, Georgia, Illinois, Texas, Wisconsin, among other jurisdictions consisting on having in operation over 400 ATMs for the sale or purchase of certain cryptocurrencies.

11. Athena benefits from doing business in Texas.

Athena objects to this Request because it is so vague, ambiguous and indefinite in its use of the phrases “benefits” and “doing business in Texas” that Athena cannot, in good faith, ascertain the information sought by this Request. Athena further objects as this Request is unduly burdensome in that it is overly broad and not sufficiently limited in time or scope. Athena further objects to this Request to the extent that it asks the responding party to admit a proposition at law. Accordingly, Athena must deny.

12. The website athenabitcoin.com lists locations for ATMs in Texas.

Athena objects to this request for being vague and irrelevant. Subject to this objection, it is admitted that athenabitcoin.com lists the locations where over 400 ATMs dedicated to the sale of certain cryptocurrencies operate which includes Alabama, California, Florida, Georgia, Illinois, Texas, Wisconsin, among many other jurisdictions. Notwithstanding the aforementioned, Athena did not have any business dealings, agreement nor ever had any contract with Plaintiff.

13. The website athenabitcoin.com lists eight ATM locations in Texas.

**Admit.**

14. The website athenabitcoin.com contains a map showing “Our Presence.”

**Admit.**

15. The website athenabitcoin.com contains a map showing “Our Presence” with Texas highlighted.

**Admit.**

16. The website athenabitcoin.com is accessible by Texas residents.

**Athena objects to this Request to the extent that it seeks to have Athena admit to information that is not within its personal knowledge. In any case, Athena can admit that it intends its website to be accessible to all internet users, globally.**

17. The website athenabitcoin.com allows a person located physically in Texas to communicate with Athena.

**Athena objects to this Request to the extent that it seeks to have Athena admit to information that is not within its personal knowledge. In any case, Athena can admit that it intends its website to be accessible to all internet users, globally.**

18. The website athenabitcoin.com allows a person located physically in Texas to conduct business with Athena.

**Athena objects to this Request to the extent that it seeks to have Athena admit to information that is not within its personal knowledge. Athena further objects to this Request because it is so vague, ambiguous and indefinite in its use of the phrase “to conduct business” that Athena cannot, in good faith, ascertain that information that is sought by this Request. Athena further objects to this Request as it is overly broad and not sufficiently limited in scope. In any case, Athena can admit the website is intended to allow any person, wherever they are located and wherever it is permitted, with access to the internet to contact Athena. This includes a person located in the United States and its many jurisdictions, including Texas. Athena denies the remainder of the Request.**

19. Athena paid Accruvia for work Accruvia performed.

**Athena objects to this request as it is overly broad and not sufficiently limited in time or scope. Subject to and without waiving the foregoing objection, Athena can admit that, on behalf of another corporation, it paid invoices issued by Accruvia. Athena denies the remainder of the Request. Specifically, Athena denies that it paid Accruvia for work Accruvia performed for Athena.**

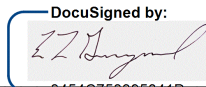
20. Accruvia performed work in Texas for Accruvia.

**Athena objects to this request as it seeks to have the responding party admit to facts outside its personal knowledge. Accordingly, Athena must deny such Request.**

**VERIFICATION/DECLARATION**

I, Eric Gravengaard, of legal age, married, resident of Winnetka, Illinois declare under penalty of perjury under 28 U.S.C. §1746, the foregoing is true and correct based on my personal familiarity with the documents reviewed to answer the Plaintiff's First Set of Personal Jurisdictional Discovery.

Executed on this \_\_\_\_\_ day of May, 2022, in \_\_\_\_\_, \_\_\_\_\_.

DocuSigned by:  


3454C753395841D...  
Eric Gravengaard

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
FORT WORTH DIVISION

**ROI DEVELOPERS, INC. d/b/a  
ACCRUVIA**

*Plaintiff*

**v.**

**ATHENA BITCOIN, INC.**

*Defendant*

Civil Action No. 4:22-cv-00073-O

**DEFENDANT'S RESPONSES TO PLAINTIFF'S FIRST SET OF MERITS DISCOVERY**

**TO:** Plaintiff ROI Developers, Inc. d/b/a Accruvia  
c/o Kelly Stewart  
K STEWART LAW, P.C.  
5949 Sherry Lane, Suite 900  
Dallas, TX 75225

**FROM:** Defendant Athena Bitcoin, Inc. (hereafter "Athena")  
c/o Larry L. Fowler, Jr.  
Harris Cook, LLP  
1309-A West Abram  
Arlington, TX 76013

This shall serve as Defendant's Responses to Plaintiff's First Set of Merits Discovery. The individual interrogatories and requests for documents have been included for reference in its response in bold follows thereto.

**GENERAL OBJECTIONS**

A. Defendant hereby objects to any petition requiring a search for documents or information in the possession, custody, or control of unnamed entities, third parties and/or plaintiff itself as being unduly burdensome, vexatious, and harassing.

B. Defendant objects to each of the discovery requests to the extent they seek information or documents protected from disclosure under the work-product doctrine, the attorney-client privilege, or any other privilege.

C. Defendant objects to each of the requests to the extent they seek information or documents which pertain to or originated in the period prior to the date on which the instant case and controversy arose.

D. All the objections and responses presented in this document, including Defendant's general and specific objections are made without prejudice, to Defendant's right to present additional objections as may be deemed appropriate upon further discovery or review of evidence.

E. All documents marked as "OMITTED" have been expunged as privileged documents by counsel of record, pursuant to the attorney-client and/or the attorney work-product privileges, and they cannot be produced, and shall be properly identified and included in a privilege log for such purposes under Fed. R. Civ. P. 26. Also, certain documents may have been redacted to protect privileged.

### **DEFINITIONS**

The following definitions are incorporated by reference in all of Defendant's specific responses and objections to all other discovery requests made to it in this case.

a) "Irrelevant" means not relevant to the issues involved in the pending action and not reasonably calculated to lead to the discovery of evidence admissible as to those issues.

b) "Impermissibly Overbroad" means irrelevant, burdensome, and unnecessary to the extent the set of interrogatories seek: (1) information about individuals or entities not parties to this action; and/or (2) information pertaining to persons, activities and/or events that are outside the scope of the present litigation.

c) "Vague" means ambiguous or not specified with reasonable particularity.

d) “Unduly burdensome and oppressive” means that: (1) it is impossible to produce such document or information in a complete and sufficient manner without making a complex or onerous investigation; (2) the collection or reproduction of such document or information is financially burdensome or unfeasible; or (3) the document or information sought has been previously produced to a party within this action and served upon every attorney involved in the litigation.

e) “Unintelligible” means that the question as drafted cannot be comprehended thus hindering Defendant from providing an intelligent and responsive answer.

f) “Defendant” shall exclusively mean Athena Bitcoin, Inc. (“Athena”).

### **RESPONSES TO REQUESTS FOR PRODUCTION**

1. All documents concerning Athena’s use of any work done or services provided by Accrivia.

**There are no documents in the possession, custody or control of Athena that are responsive to this Request. There was no work done or services provided to Athena.**

2. All documents concerning any benefits obtained by Athena from any work done or services provided by Accrivia.

**Defendant objects this request for its vagueness, as being unduly burdensome in that it is overly broad, vexatious, and harassing. There was no work done or services provided by Accrivia to Athena.**

3. All communications, both internally and externally (other than those protected from disclosure by the attorney-client privilege), about the work done or services provided by Accrivia that is described in Accrivia’s First Amended Original Petition.

**Defendant objects this request for its vagueness and being unduly burdensome in that it is overly broad and lacking in specificity as to the information sought from this request. Furthermore, there was no work done or service provided by Accrivia to Athena.**

4. All communications, both internally and externally (other than those protected from disclosure by the attorney-client privilege), about the claims Accrivia has alleged in this lawsuit

**Defendant objects this request for its vagueness and being unduly burdensome in that it is overly broad and lacking in specificity as to the information sought from this request. Furthermore, there was no work done or service provided by Accrivia to Athena.**

**RESPONSES TO INTERROGATORIES**

Interrogatory No. 1: If any answer to the Requests for Admissions is anything other than an admission, state all facts that support your denial or partial denial.

**RESPONSE: See response to each request for admission.**

Interrogatory No. 2: Has Athena used in any manner any work or services performed by Accruvia, including but not limited to any use of such work or services in or for ATMs owned by Athena.

**RESPONSE: No. The work done by Accruvia was for another entity in El Salvador and the ATMs in that country are not owned by Athena.**

Interrogatory No. 3: Has Athena benefited from in any manner from the work or services performed by Accruvia, including but not limited to any benefit for such work or services to ATMs owned by Athena.

**RESPONSE: No. The work performed by Accruvia involved the operations of a third party in a different country.**

**REQUESTS FOR ADMISSION**

1. Athena hired Accruvia to perform software and development work for Athena.

**Denied.**

2. Athena hired Accruvia to perform work for Athena.

**Denied.**

3. Athena hired Accruvia to provide support services concerning the software and development work Accruvia was doing for Athena.

**Denied.**

4. Athena hired Accruvia to perform services.

**Denied.**

5. Athena accepted the work performed by Accruvia.

**Denied.**

6. Athena accepted the services performed by Accruvia.

**Denied.**

7. Athena utilized the work performed by Accruvia.

**Denied.**

8. Athena utilized the services performed by Accruvia.

**Denied.**

9. Athena utilized the work performed by Accruvia for ATMs owned by Athena.

**Denied.**

10. Athena utilized the services provided by Accruvia for ATMs owned by Athena.

**Denied.**

11. Athena benefited from the work done by Accruvia.

**Denied.**

12. Athena benefited from the services done by Accruvia.

**Denied.**

13. Athena did not pay Accruvia for any work Accruvia performed.

**Denied.**

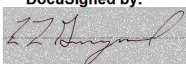
14. Athena did not pay Accruvia for any services Accruvia performed.

**Denied.**

**VERIFICATION/DECLARATION**

I, Eric Gravengaard, of legal age, married, resident of Winnetka, Illinois declare under penalty of perjury under 28 U.S.C. §1746, the foregoing is true and correct based on my personal familiarity with any documents reviewed to answer the Plaintiff's First Set of Merits Discovery.

Executed on this 11<sup>th</sup> day of August, 2022, in Winnetka, Illinois.

DocuSigned by:  
  
3454C753395841D...  
Eric Gravengaard

TX2018  
05-102  
(Rev.9-15/33)**Texas Franchise Tax Public Information Report**To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),  
Professional Associations (PA) and Financial Institutions

Ver. 9.0

■ Tcode 13196

■ Taxpayer number

■ Report year

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381.

3	2	0	6	1	1	0	6	3	6	8	2	0	1	8
Taxpayer name <b>Athena Bitcoin Inc</b>														
Mailing address <b>211 W. Wacker Dr. 900B</b>														
City <b>Chicago</b>										State <b>IL</b>		ZIP code plus 4 <b>60606</b>		
Secretary of State (SOS) file number or Comptroller file number <b>0802506108</b>														

☐ Blacken circle if the mailing address has changed.

☐ Blacken circle if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office <b>211 W. Wacker Dr. 900B, Chicago, IL 60606</b>
Principal place of business <b>211 W. Wacker Dr. 900B, Chicago, IL 60606</b>

You must report officer, director, member, general partner and manager information as of the date you complete this report.



3206110636818

***Please sign below!*** This report must be signed to satisfy franchise tax requirements.**SECTION A** Name, title and mailing address of each officer, director, member, general partner or manager.

Name <b>Eric Gravengaard</b>	Title <b>President</b>	Director <input type="radio"/> YES	Term expiration m m d d y y <b>  </b> <b>  </b> <b>  </b> <b>  </b> <b>  </b> <b>  </b>
Mailing address <b>211 W. Wacker Dr. 900B</b>	City <b>Chicago</b>	State <b>IL</b>	ZIP Code <b>60606</b>
Name	Title	Director <input type="radio"/> YES	Term expiration m m d d y y <b>  </b> <b>  </b> <b>  </b> <b>  </b> <b>  </b> <b>  </b>
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="radio"/> YES	Term expiration m m d d y y <b>  </b> <b>  </b> <b>  </b> <b>  </b> <b>  </b> <b>  </b>
Mailing address	City	State	ZIP Code

**SECTION B** Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
--	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file (see instructions if you need to make changes)

Agent: **National Registered Agents, Inc.**

You must make a filing with the Secretary of State to change registered agent, registered office or general partner information.

Office: <b>1999 Bryan St., Ste 900</b>	City <b>Dallas</b>	State <b>TX</b>	ZIP Code <b>75201</b>
--	-----------------------	--------------------	--------------------------

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional sheets for Sections A, B and C, if necessary. The information will be available for public inspection.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation, LLC, LP, PA or financial institution.

sign here <b>Eric Gravenqaard</b>	Title <b>CEO</b>	Date <b>05/07/2018</b>	Area code and phone number <b>(312) 690-4466</b>
--------------------------------------	---------------------	---------------------------	---

**Texas Comptroller Official Use Only**

VE/DE <input type="radio"/>	PIR IND <input type="radio"/>
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1030  
ATHENA 000

Exhibit 2-C

Exhibit

4

17th Aug 2022

TX2019 05-102  
Ver. 10.0 (Rev.9-15/33)

## Texas Franchise Tax Public Information Report

To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),  
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

32061106368

2019

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381

Taxpayer name

Athena Bitcoin, Inc.

☐ Check box if the mailing address has changed.

Mailing address

211 W. Wacker Dr. 900B

Secretary of State (SOS) file number or  
Comptroller file numberCity  
ChicagoState  
ILZIP code plus 4  
60606

0802506108

☒ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office

55 W. Goethe St. #1219 Chicago, IL 60610

Principal place of business

1999 Bryan St., Ste. 900 Dallas, TX 75201

You must report officer, director, member, general partner and manager information as of the date you complete this report.



3206110636819

Please sign below! This report must be signed to satisfy franchise tax requirements.

## SECTION A Name, title and mailing address of each officer, director, member, general partner or manager.

Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Eric Gravengaard				
Mailing address	City	State	ZIP Code	
166 Woodland Avenue	Chicago	IL	60606	
Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address	City	State	ZIP Code	
Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address	City	State	ZIP Code	

## SECTION B Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

## SECTION C Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file (see instructions if you need to make changes)

You must make a filing with the Secretary of State to change registered  
agent, registered office or general partner information.

Agent: National Registered Agents, Inc.

Office: 1999 Bryan St., Ste. 900

City: Dallas

State: TX

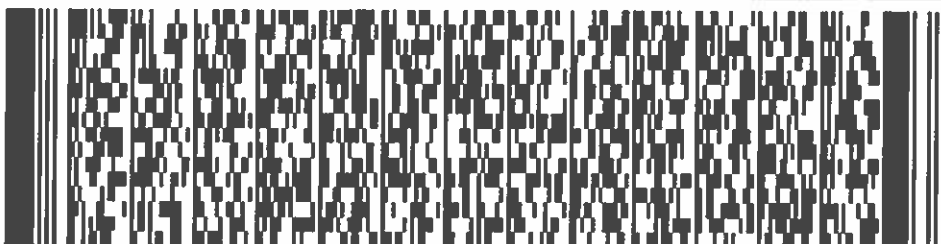
ZIP Code: 75201

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional  
sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has  
been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation,  
LLC, LP, PA or financial institution.sign  
hereTitle  
CEO

Date

Area code and phone number  
(312) 878-8599

## Texas Comptroller Official Use Only



VE/DE



PIR IND

1032  
ATHENA 000007

TX2020 05-102  
Ver. 11.0 (Rev.9-15/33)**Texas Franchise Tax Public Information Report**  
To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),  
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

32061106368

2020

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381

Taxpayer name

Athena Bitcoin, Inc.

☐ Check box if the mailing address has changed.

Mailing address

1332 N. Halsted Suite 403, 401

Secretary of State (SOS) file number or

Comptroller file number

City

Chicago

State

IL

ZIP code plus 4

60642

0802506108

☐ Check box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office

55 W. Goethe St. #1219 Chicago, IL 60610

Principal place of business

1999 Bryan St., Ste. 900 Dallas, TX 75201

You must report officer, director, member, general partner and manager information as of the date you complete this report.



3206110636820

Please sign below! This report must be signed to satisfy franchise tax requirements.

**SECTION A** Name, title and mailing address of each officer, director, member, general partner or manager.

Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Eric Gravengaard				
Mailing address	City	State	ZIP Code	
166 Woodland Avenue	Chicago	IL	60606	
Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address	City	State	ZIP Code	
Name	Title	Director <input type="checkbox"/> YES	Term expiration	m m d d y y
Mailing address	City	State	ZIP Code	

**SECTION B** Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

Registered agent and registered office currently on file (see instructions if you need to make changes)

You must make a filing with the Secretary of State to change registered  
agent, registered office or general partner information.

Agent: National Registered Agents, Inc.

Office: 1999 Bryan St., Ste. 900

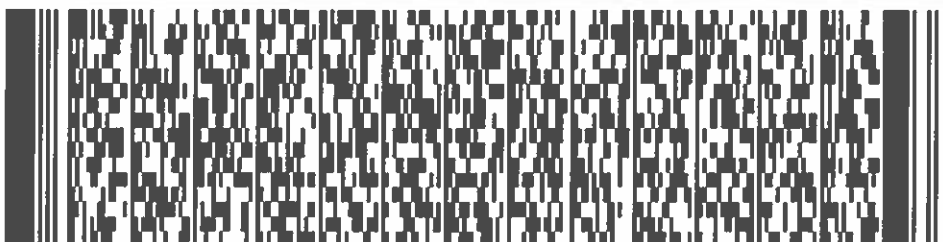
City: Dallas

State: TX

ZIP Code: 75201

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional  
sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has  
been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation,  
LLC, LP, PA or financial institution.sign  
hereTitle  
CEO

Date

Area code and phone number  
(312) 878-8599**Texas Comptroller Official Use Only**

VE/DE

☐

PIR IND

☐1032  
ATHENA 000014

0D5238 2 000

TX2021 05-102  
Ver. 12.0 (Rev 9-15/33)**Texas Franchise Tax Public Information Report**To be filed by Corporations, Limited Liability Companies (LLC), Limited Partnerships (LP),  
Professional Associations (PA) and Financial Institutions

Tcode 13196

Taxpayer number

Report year

You have certain rights under Chapter 552 and 559,  
Government Code, to review, request and correct information  
we have on file about you. Contact us at 1-800-252-1381.

32061106368

2021

Taxpayer name ATHENA BITCOIN, INC.

☐ Blacken box if the mailing address has changed.Mailing address  
1332 N. HALSTED SUITE 401Secretary of State (SOS) file number or  
Comptroller file number

City CHICAGO

State IL

ZIP code plus 4 60642

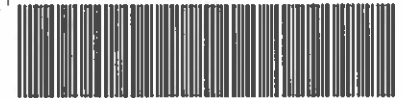
0802506108

☐ Blacken box if there are currently no changes from previous year; if no information is displayed, complete the applicable information in Sections A, B and C.

Principal office 55 W. GOETHE ST. #1219 CHICAGO IL 60610

Principal place of business 1999 BRYAN ST., STE. 900 DALLAS TX 75201

You must report officer, director, member, general partner and manager information as of the date you complete this report

**Please sign below!** This report must be signed to satisfy franchise tax requirements.

3206110636821

**SECTION A** Name, title and mailing address of each officer, director, member, general partner or manager

Name ERIC GRAVENGAARD	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address 166 WOODLAND AVENUE	City CHICAGO	State IL	ZIP Code 60606
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code
Name	Title	Director <input type="checkbox"/> YES	Term expiration m m d d y y
Mailing address	City	State	ZIP Code

**SECTION B** Enter information for each corporation, LLC, LP, PA or financial institution, if any, in which this entity owns an interest of 10 percent or more.

Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
Name of owned (subsidiary) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership

**SECTION C** Enter information for each corporation, LLC, LP, PA or financial institution, if any, that owns an interest of 10 percent or more in this entity.

Name of owned (parent) corporation, LLC, LP, PA or financial institution	State of formation	Texas SOS file number, if any	Percentage of ownership
--	--------------------	-------------------------------	-------------------------

Registered agent and registered office currently on file (see instructions if you need to make changes)

You must make a filing with the Secretary of State to change registered  
agent, registered office or general partner information.

Agent: NATIONAL REGISTERED AGENTS, IN

Office: 1999 BRYANT ST., STE. 900

City DALLAS

State TX

ZIP Code 75201

The information on this form is required by Section 171.203 of the Tax Code for each corporation, LLC, LP, PA or financial institution that files a Texas Franchise Tax Report. Use additional  
sheets for Sections A, B and C, if necessary. The information will be available for public inspection.I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has  
been mailed to each person named in this report who is an officer, director, member, general partner or manager and who is not currently employed by this or a related corporation,  
LLC, LP, PA or financial institution.sign  
here

Title

CEO

Date

Area code and phone number

(312) 878-8599

Texas Comptroller Official Use Only

VE/DE

☐

PIR IND

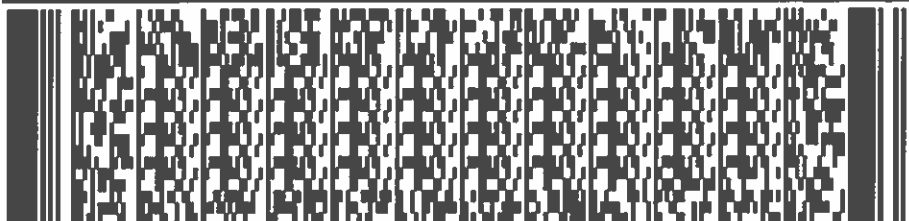
☐7001  
ATHENA 000009

Exhibit 2-C



(<https://athenabitcoin.com/>)



## ATM Locations

# Texas

Note: There are no cash-dispensing locations in Texas yet.

## Houston-area

### Greenway Commons (outdoor)

**Address:**

3651 Wesleyan St  
Houston, TX 77027  
United States

**Open hours:**

24/7

More info (</bitcoin-atm-houston-tx-greenway-commons>)

**Get Directions**

(<https://maps.google.com/?saddr=Current+Location&daddr=29.73438180,-95.44099920>)

### Willowbrook Plaza (outdoor)

**Address:**

17395 Tomball Pkwy  
Houston, TX 77064  
United States

**Open hours:**

24/7

More info (</bitcoin-atm-houston-tx-willowbrook-plaza>)

**Get Directions**

(<http://17395%20Tomball%20Pkwy%20Houston,%20TX%2077064%20United%20States>)

Help

### Best Royal Liquor

**Address:**

(<https://athenabitcoin.com/time-travel/>)

Exhibit 2-D

Exhibit

7

17th Aug 2022



(<https://athenabitcoin.com/>)

Tues-Sat: 10:00am-9:00pm

Sun: CLOSED

More info (/houston-tx-best-royal-liquor/)

(<https://www.google.com/maps/place/11023+Telephone+Rd,+Houston,+TX+77075/@29.6049148,-95.2877352,17z/data=!3m1!4b1!495.2855465>) [Get Directions](#)

## Dallas/Fort Worth

### East Food Mart

**Address:**

2740 Sandy Ln

Fort Worth, TX 76112

United States

**Open hours:**

Mon-Fri: 9:00am-10:00pm

Sat: CLOSED

Sun: 9:00am-10:00pm

More info (/fort-worth-tx-east-food-mart/)

(<https://www.google.com/maps/place/2740+Sandy+Ln,+Fort+Worth,+TX+76112/@32.7392822,-97.2012576,17z/data=!3m1!4b1!4m5!97.1991491>) [Get Directions](#)

### Zoom Food Mart

**Address:**

5651 Meadowbrook Dr

Fort Worth, TX 76112

United States

**Open hours:**

Mon-Fri: 7:00 am - 10:00 pm

Sat-Sun: 7:30 am - 10:30 pm

More info (/bitcoin-atm-fort-worth-tx-zoom-food-mart/)

(<https://www.google.com/maps/dir/5651+Meadowbrook+Dr,+Fort+Worth,+TX+76112/@32.7464511,-97.2676712,13z/data=!4m8!4m7!97.2326516!2d32.7463838>) [Get Directions](#)

Help

**Sugar Land**

**Bargain Liquor**

**Exhibit 2-D**



(<https://athenabitcoin.com/>)

Mon-Sat: 10:00 am - 2:00 pm

Sun: CLOSED

More info (/sugar-land-tx-bargain-liquor/)

Get Directions

(<https://www.google.com/maps/place/13500+W+Airport+Blvd+g,+Sugar+Land,+TX+77498/@29.6514851,-95.6225621,17z/data=!3m1!1e3m1!1s95.6203734>)

## Nancys Liquor Express

**Address:**

209 S Blue Mound Rd

Fort Worth, TX 76131 USA

**Open hours:**

Mon-Sat: 10:00 am - 9:00 pm

Sun: Closed

More info (/nancys-liquor-express-atm-texas/)

Get Directions

(<https://maps.google.com/?saddr=Current+Location&daddr=32.86029590,-97.34275290>)

## Kemah

### Firehouse Vapors

**Address:**

2094 Marina Bay Dr

Kemah, TX 77565

United States

**Open hours:**

Mon-Sat: 8:00am-10:00pm

Sun: 10:00am-5:00pm

More info (/kemah-tx-firehouse-vapors/)

Get Directions

(<https://www.google.com/maps/place/2094+Marina+Bay+Dr,+Kemah,+TX+77565/@29.5420752,-95.0509828,17z/data=!3m1!1e3m1!1s95.0487941>)

[\(https://athenabitcoin.com/\)](https://athenabitcoin.com/)

ENG ▾

## Company

[About\(/about\)](#) [Investors\(/investors\)](#) [Press & Media\(/press-and-media\)](#) [Careers\(/careers\)](#)  
[Commitment to Security\(/Commitment-to-Security\)](#)

## Focus Areas

[Athena Ruru\(/ruru\)](#) [ATMs\(/locations-map\)](#) [ACE\(http://athenainvestorservices.com\)](#)  
[ABIT Experience Center\(/experience-center/\)](#) [ACE | Vida SV\(https://www.athenacryptoexchange.com/ace-vida-sv\)](#)  
[Athena Pay\(/athena-pay\)](#)

## ATM Information

[General Information\(/atm-information\)](#) [ATM Map\(/locations-map\)](#)  
[Avoid These Scams\(/avoid-these-bitcoin-scams/\)](#) [FAQ\(/faq\)](#)

## Contact

[Contact Us\(/contact-us\)](#) [Customer Support\(https://support.athenabitcoin.com/en/support/tickets/new\)](#)  
[Twitter\(https://twitter.com/AthenaBitcoin\)](#) [LinkedIn\(https://www.linkedin.com/company/athenabitcoin/\)](#)  
[Instagram\(https://www.instagram.com/athenabitcoin/\)](#)

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[Privacy Policy \(/privacy\)](#)

[Help](#)

From: **Bill.com** <[account-services@hq.bill.com](mailto:account-services@hq.bill.com)>  
Date: Fri, Nov 5, 2021, 3:22 PM  
Subject: Your invoice #IB1052 was received!  
To: <[soverton@roidevs.com](mailto:soverton@roidevs.com)>



## Track your payment from Athena Bitcoin Inc



**\$8428.34**

Total amount

Good news! Athena Bitcoin Inc is getting ready to pay you for invoice #IB1052. We'll let you know when the payment is on its way.

Sign in to track status, see payment details, or send a note to your customer.

**Track Status**

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6220 America Center Drive, San Jose, CA 95002

[Help Center](#) | [Privacy](#) | [Security Center](#) | [Email Preferences](#)



EPAIMENT | CLEARED

### USD 10,000.00 ePayment to Accruvia

PAYMENT OUT # P21101001 - 5166314

PROCESS DATE  
10/12/21

ARRIVAL DATE  
10/12/21

TOTAL PAYMENT AMOUNT  
USD 10,000.00

PAID FROM  
Citizens National Bank\*\*\*\*\*9101

MEMO  
Inv #IB1049

TOTAL VENDOR CREDITS APPLIED  
USD 0.00

ACCOUNT  
Citizens National Bank of Greater St. Louis

REFERENCE ID  
016ITZNCU1YZFIX

BANK ROUTING NUMBER  
114000093

BANK ACCOUNT NUMBER  
\*\*\*\*\*4597

PAYMENT DELIVERY  
Pay Faster delivery : USD 9.99

Exhibit 2-F

ATHENA 000020

Scheduled  
#P21101001-5166323  
10/10/21

Processed  
Funds withdrawn from same account \*\*\*\*\*P101  
10/12/21

Sent to Vendor  
Funds sent to bank account \*\*\*\*\*4397  
10/12/21

Arrived  
Funds received by vendor  
10/12/21

PAYMENT CLEARED

USD 1,686.69 ePayment to Accruvia

PAYMENT OUT # P21101001-5166323

PROCESS DATE  
10/12/21

ARRIVAL DATE  
10/12/21

TOTAL PAYMENT AMOUNT  
USD 1,686.69

PAID FROM  
Citizens National Bank \*\*\*\*\*P101

MEMO  
Inv #IB1049

TOTAL VENDOR CREDITS APPLIED  
USD 0.00

ACCOUNT  
Citizens National Bank of Greater St. Louis

REFERENCE ID  
0161ZMOFL1YZFIU

BANK ROUTING NUMBER  
114000093

BANK ACCOUNT NUMBER  
\*\*\*\*\*4397

PAYMENT DELIVERY  
Pay Faster delivery USD 9.99

Exhibit 2-F

S-1 l athena\_s1.htm FORM S-1

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As filed with the Securities and Exchange Commission on February 10, 2022

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Athena Bitcoin Global**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**6099**  
(Primary Standard Industrial  
Classification Code Number)

**87-0493596**  
(I.R.S. Employer  
Identification Number)

**1332 N Halsted St Suite 403  
Chicago, IL 60642  
(312) 690-4466**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Eric Gravengaard  
Chief Executive Officer  
1332 N Halsted St Suite 403  
Chicago, IL 60642  
(312) 690-4466**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications to:

**Iwona Alami, Esq.**  
Law Office of Iwona J. Alami  
620 Newport Center Dr.  
Suite 1100  
Newport Beach, CA 92660  
(949) 200-4626

**Matthew Ogurick  
Sarah Stewart  
K&L Gates, LLP  
599 Lexington Avenue  
New York, NY 10022  
(212) 536-3901**

**Approximate date of commencement of the proposed sale to the public:** As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box: ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

**Exhibit 2-G**

Exhibit

3

17th Aug 2022

Exhibit

2

17th Aug 2022

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☒

Emerging growth company ☒

If an emerging growth company, indicate by checkmark if the registrant has not elected to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

---

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell nor does it seek an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to completion, dated February 10, 2022

[●] Shares of Common Stock



This prospectus relates to the resale or other disposition of up to [●] shares of Athena Bitcoin Global common stock, par value \$0.001 per share (the “common stock” or “shares”), which may be offered for sale from time to time by the selling shareholders named in this prospectus (each a “Selling Shareholder” and, collectively, the “Selling Shareholders”). The shares of our common stock covered by this prospectus include: (i) 409,413,900 shares of common stock that were issued by us to the Selling Shareholders in the share exchange transaction or were purchased by the Selling Shareholders in private transactions, and (ii) up to [●] shares of common stock issued or issuable upon exercise of our outstanding 6% Convertible Debentures Due 2023 (the “Convertible Debentures”) which were issued in connection with a private placement financing in 2021. We are registering the resale of the shares of common stock underlying the Convertible Debentures as required by the Securities Purchase Agreement that we entered into with the Selling Shareholders as of June 22, 2021, which provided said Selling Shareholders with certain registration rights with respect to the common stock issuable upon conversion of the Convertible Debentures (the “Purchase Agreement”). We are not selling any shares of common stock under this prospectus and will not receive any proceeds from the sale of any shares of common stock by the Selling Shareholders. The Selling Shareholders will bear all commissions and discounts, if any, attributable to the sale or other disposition of the shares of common stock. We will bear all costs, expenses and fees in connection with the registration of the shares of common stock.

Our common stock is quoted on the OTC Pink Market (“OTC Pink”) operated by the OTC Markets Group, Inc. under the symbol “ABIT”. On [●], 2022, the last reported sale of our common stock was \$[●]. There is a limited public trading market for our common stock. You are urged to obtain current market quotations for the common stock.

Until such time as our common stock is quoted on the OTCQB, the shares covered by this prospectus will be sold by the Selling Shareholders from time to time at a fixed price of \$[●] per share, representing the average of the high and low prices as reported on the OTC Pink on [●], 2022 subject to the agreement between the Company and individual shareholders. No such agreements are currently in place. If and when our common stock is regularly quoted on the OTCQB, the Selling Shareholders may sell their respective shares of common stock, from time to time, at prevailing market prices or in privately negotiated transactions.

Our registration of the shares of common stock covered by this prospectus does not mean that the Selling Shareholders will offer or sell any of the shares. The Selling Shareholders may offer and sell or otherwise dispose of the shares of common stock described in this prospectus from time to time through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices at varying prices. See “Plan of Distribution” which begins on page 87 of this prospectus for more information.

This offering will terminate on the earlier of (i) the date when all of the shares have been sold pursuant to this prospectus or Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”), (ii) or the date that all of the securities may be sold pursuant to Rule 144 without volume or manner-of-sale restrictions, (iii) or we decide at any time to terminate the registration of the shares at our sole discretion.

We have made no written communications as defined under Rule 405 of the Securities Act to prospective investors or investors.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. The information contained in this prospectus is accurate only as of the date of this prospectus.

Exhibit 2-G



**Investing in our shares involves a high degree of risk. You should carefully consider the Risk Factors beginning on page 10 of this prospectus before you make an investment in our securities.**

We are an “emerging growth company” as that term is used in the Jumpstart Our Business Startups Act (the “Jobs Act”) and defined under the federal securities laws and, as such, may elect to comply with certain reduced public company reporting requirements in future reports after the completion of this offering. See “Prospectus Summary—Implications of Being an Emerging Growth Company.”

We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should carefully consider the risks and uncertainties described under the heading “Risk Factors” beginning on page 11 of this prospectus before you make an investment decision.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

This Prospectus is dated [●], 2022.



**ATHENA**  
BITCOIN

BUY OR SELL BITCOIN & MORE



### How to buy Bitcoin for the first time on an



Step One: Get a Wallet App On Your Smart Phone

#### WHAT IS A BITCOIN WALLET?

A Bitcoin wallet is simply a place where you can use and store your bitcoin. It can be an app on a smartphone or PC, or it can be a dedicated hardware computer like the Trezor or Ledger. Bitcoin wallets store a collection of private keys that allow you to spend and transfer bitcoin across the world to other Bitcoin addresses. Most Bitcoin wallets will ask you to write down recovery details in case something happens to your phone. It's important to keep your username and password or 12+ word recovery phrase private and written down on paper stored in a safe place. Unfortunately, we have seen cases of customers losing their bitcoin because they couldn't remember their recovery details.

#### Step Two: Bring your Smart Phone To One of Our Machines

Touch the screen to begin and select "Buy coins" on the menu of the ATM. Select the range for the amount of cash you plan to insert from one of two options. The machine will then ask for your cell phone number. Input your ten-digit phone number using the keypad. The system will then text you a six-digit code that you will type in using the keypad.

The ATM may ask you to provide a form of ID such as a state ID or a Driver's License. Follow the onscreen instructions to scan your ID. If you are not asked to provide an ID, continue with your transaction.





### Step Three: Choose Currency and Delivery Method

After entering your code, you will be asked which digital currency you would like to purchase. We currently offer Bitcoin, Ethereum, Ether/ETH and Bitcoin Cash (BCH). Make sure you have a wallet or address compatible with the coin type you have chosen.

Next, the ATM will ask you where you want your digital currency to be sent. If you already have a mobile wallet, such as the Edge wallet, select "Scan Wallet QR Code" at the ATM. Also press the "Request" or "Receive" button in your mobile wallet to bring up your current address. Once your public address is displayed as a QR code (see image to the left), you may hold your phone's screen in front of the scanner's red light near the keypad. When the ATM recognizes your address it will show it on its screen as a long string of characters. You may compare the first and last digits of that address with the one on your phone to verify the address is correct. An example Bitcoin address is shown to the left under "Waiting for Payment..."

If you wish to input your address manually, select "Enter Address" at the ATM instead. If you do not currently have a mobile wallet or have trouble scanning a QR code, you can generate a new paper wallet by tapping "Create New Wallet" and then later transfer the funds to your mobile or PC wallet. See instructions at the end of this page for how to use a paper wallet.

### Step Four: Insert Money, Receive Digital Currency

The machine will now prompt you to insert cash. Start inserting your bills one by one. Athena ATMs do not accept debit or credit cards, so bring cash. When you are done touch the "Finish" button on the screen and a receipt will print showing you exactly how much you have bought and the address it was sent to.

Usually posted to your wallet within 15 minutes.

Athena Bitcoin transactions are broadcast within 15 minutes from the time you finish at the ATM. Please wait at least that long to see your transaction appear in your wallet. There are rare occasions where this may take longer. Refreshing or rescanning your wallet may be needed. Websites, especially, may not recognize a payment until the transaction confirms 60-90 minutes later, usually even though they have technically received the bitcoin. You can verify if your transaction has been sent by checking your address on a block explorer.



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You should rely only on information contained in this prospectus. We have not authorized anyone to provide you with information other than that contained in this prospectus or in any free writing prospectus we may authorize to be delivered or made available to you. We take no responsibility for and cannot provide any assurance as to the reliability of any other information others may give you. The Selling Shareholders are not offering to sell or seeking offers to buy shares of common stock in jurisdictions where offers and sales are not permitted. The information in this prospectus or any free writing prospectus is accurate only as of its date, regardless of its time of delivery or of any sale of shares of our common stock. Our business, financial condition, results of operations, and prospects may have changed since that date. **We are responsible for updating this prospectus to ensure that all material information is included and will update this prospectus to the extent required by law.**

For investors outside of the United States: Neither we nor any of the Selling Shareholders have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of common stock by the Selling Shareholders and the distribution of this prospectus outside of the United States.

## ABOUT THIS PROSPECTUS

This prospectus is a part of a registration statement on Form S-1 that we filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration or continuous offering process. Under this shelf process, the Selling Shareholders may, from time to time, sell the shares of common stock covered by this prospectus in the manner described in the section titled “Plan of Distribution.” Additionally, we may provide a prospectus supplement to add information to, or update or change information contained in, this prospectus (except for the section titled “Plan of Distribution,” which additions, updates, or changes that are material shall only be made pursuant to a post-effective amendment). You may obtain this information without charge by following the instructions under the section titled “Additional Information” appearing elsewhere in this prospectus. You should read this prospectus and any prospectus supplement before deciding to invest in our shares.

## INDUSTRY AND MARKET DATA

Market data and certain industry data and forecasts used throughout this prospectus were obtained from internal Company surveys, market research, consultant surveys, publicly available information, reports of governmental agencies and industry publications and surveys. Industry surveys, publications, consultant surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable, but the accuracy and completeness of such information is not guaranteed. We have not independently verified any of the data from third party sources, nor have we ascertained the underlying economic assumptions relied upon therein. Similarly, internal surveys, industry forecasts and market research, which we believe to be reliable based on our management’s knowledge of the industry, have not been independently verified. Forecasts are particularly likely to be inaccurate, especially over long periods of time. Statements as to our market position are based on the most currently available data. While we are not aware of any misstatements regarding the industry data presented in this prospectus, our estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading “Risk Factors” in this prospectus.

## GLOSSARY OF BITCOIN AND CRYPTO TERMS

- **Address:** An alphanumeric reference to where crypto assets can be sent or stored.
- **Ankr:** An Ethereum token that powers a decentralized public blockchain infrastructure that aims to make it easy and affordable for anyone to participate in blockchain ecosystems.
- **Bitcoin:** The first system of global, decentralized, scarce, digital money as initially introduced in a white paper titled Bitcoin: A Peer-to-Peer Electronic Cash System by Satoshi Nakamoto. Bitcoin, while having several of the primary attributes of money, is not considered a currency or money in the jurisdictions that the Company operates, with the exception of El Salvador where it is legal tender.
- **Bitcoin ATM:** A kiosk that can be used by a Customer to buy or sell Bitcoin or other crypto assets in exchange for Cash.
- **Bitcoin Cash (BCH):** A fork of Bitcoin that seeks to add more transaction capacity to the network in order to be useful for everyday transactions. BCH is based on the original Bitcoin blockchain with some distinct differences. A major one is an increased maximum block size of 32MB, compared to just 1MB on Bitcoin. Increased block size allows BCH to process transactions faster than Bitcoin, with lower fees and an increased per-second transaction capacity.
- **Bitcoin SV:** A fork of Bitcoin Cash (BCH), also known as Bitcoin Satoshi's Vision, that attempts to restore the original Bitcoin protocol to align with Bitcoin inventor Satoshi Nakamoto's original vision for the blockchain network.
- **Block:** A grouping of Transactions validated by Miners and disseminated by the Network to servers that maintain the records in a Blockchain. Blocks are added to an existing Blockchain as transactions occur on the network. Miners are rewarded for "mining" a new block.
- **Blockchain:** A cryptographically secure digital ledger that maintains a record of all transactions that occur on the network and follows a consensus protocol for confirming new blocks to be added to the blockchain.
- **Cash:** The physical specie or banknotes of a sovereign country including the US Dollar and other countries that issue fiat currency in paper formats.
- **Chivo:** Official Bitcoin platform of El Salvador that supports the use of Bitcoin as legal tender in the country. The platform facilitates the exchange of Bitcoin and US dollar between users and their counterparties. The Chivo brand, which is the exclusive property of the government of El Salvador, is used across multiple products and services including a mobile wallet (Chivo wallet), integrated ATMs (Chivo ATMs) and point-of-sale ("POS") terminals.
- **Cold storage:** The storage of private keys in any fashion that is disconnected from the internet. Common cold storage examples include offline computers, USB drives, or paper records.

- **Confirmation:** A Bitcoin or similar transaction is considered confirmed when it is included in a new Block in the Blockchain. Each time another block is appended to the chain, the Transaction is confirmed again.
- **Crypto:** A broad term for any cryptography-based market, system, application, or decentralized network.
- **Cryptocurrency:** Bitcoin and alternative coins, or ‘altcoins’. This category of crypto asset is designed to work as a medium of exchange, store of value, or to power applications and excludes security tokens.
- **Customer:** A retail user of our Bitcoin ATMs or client of one of our other services.
- **Customer Buying:** When a Customer acquires Bitcoin or crypto asset in exchange for Cash or a Wire Transfer. In these transactions, the Company is selling Bitcoin or crypto asset and acquiring Fiat Currency.
- **Customer Selling:** When a Customer acquires Fiat Currency, either Cash or Wire Transfer, in exchange for Bitcoin or crypto asset. In these transactions, the Company is acquiring Bitcoin or crypto asset in exchange for Fiat Currency.
- **Crypto Asset or Digital Asset:** Bitcoin and alternative digital forms of money, or ‘altcoins’, launched after the success of Bitcoin. This category of crypto asset is designed to work as a medium of exchange or store of value. This term is inclusive of Ethereum, Litecoin, and Bitcoin Cash, but not securities. In the Company’s marketing documents and website, this would be referred to as “cryptocurrency,” however in this document we refer to this category of digital token as a “crypto asset.”
- **Ethereum:** A decentralized global computing platform that supports smart contract transactions and peer-to-peer applications, or “Ether,” the native crypto assets on the Ethereum network.
- **Fiat Currency:** The currency issued by a sovereign government or bloc including the US Dollar, Argentine Peso, or Euro.
- **Fork:** A fundamental change to the software underlying a blockchain which results in two different blockchains, the original, and the new version. In some instances, the fork results in the creation of a new token.
- **Hot Wallet:** A wallet that is connected to the internet, enabling it to broadcast transactions.
- **Miner:** Individuals or entities who operate a computer or group of computers that add new transactions to blocks, and verify blocks created by other miners. Miners collect transaction fees and are rewarded with new tokens for their services.
- **Mining:** The process by which new blocks are created, and thus new transactions are added to the blockchain.
- **Monero:** A cryptocurrency focused on privacy, which allows users to send and receive transactions without making this data available to anyone examining its blockchain.

- **Network:** The collection of all Miners and Nodes that use computing power to maintain the ledger and add new blocks to the blockchain. Most networks are decentralized, reducing the risk of a single point of failure.
- **Node:** A server that maintains a record of the Blockchain and can communicate with other Nodes on the Network to propagate new Transactions. Nodes can also maintain Wallets and safeguard Private Keys.
- **Protocol:** A type of algorithm or software that governs how a blockchain operates.
- **Public key or private key:** Each public address has a corresponding public key and private key that are cryptographically generated. A private key allows the recipient to access any funds belonging to the address, similar to a bank account password. A public key helps validate transactions that are broadcasted to and from the address. Addresses are shortened versions of public keys, which are derived from private keys.
- **Ripple (XRP):** Ripple is the cryptocurrency used by the Ripple payment network. Built for enterprise use, XRP aims to be a fast, cost-efficient cryptocurrency for cross-border payments.
- **Siacoin:** Native cryptocurrency for the Sia blockchain platform, which serves as a way for customers to pay hosts for renting storage space. The Sia project is meant to create a distributed, decentralized network for cloud data storage, similar to Dropbox or Google Drive.
- **Stable Coin:** A Token issued for the purpose of maintaining a constant value relative to a fiat currency. Examples include USDC, Tether, or GUSD. Many of these operate as un-regulated money market fund equivalents. These have become a popular method to transfer funds between exchanges without taking price risk.
- **Tether:** A blockchain-based cryptocurrency whose tokens in circulation are backed by an equivalent amount of U.S. dollars, making it a stablecoin with a price pegged to USD \$1.00.
- **Token:** A unit of a crypto asset or other instrument secured by and recorded on a Blockchain. Tokens could include the primary units of a Blockchain as in Ethereum or Bitcoin, or be a separate construct whose ownership is recorded using such a Blockchain as in an ERC-20 Token, whose ownership might convey any number of properties.
- **Transaction:** The transfer of Bitcoin or a crypto asset from one Address to one or more Addresses. The Transaction is validated by Nodes and Miners according to the Protocol and specifically must be signed using the private key of the sending Address to be included in a Block, whereby it becomes Confirmed.
- **Tron:** Tron is a blockchain-based decentralized digital platform with its own cryptocurrency, called Tronix or TRX. It is a platform built specifically for peer-to-peer file sharing with the goal of competing with centralized media tech giants such as YouTube.
- **Wallet:** A place to store public and private keys for crypto assets. Wallets are typically software, hardware, or paper-based.
- **Wire Transfer:** A permanent inter-bank transfer on a national or international settlement system including the Fedwire system in the United States or the SWIFT international system but excluding non-permanent systems like ACH.

## PROSPECTUS SUMMARY

*This summary highlights selected information contained elsewhere in this prospectus. This summary does not contain all the information that you should consider before investing in our common stock. You should carefully read the entire Prospectus, including "Risk Factors", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Financial Statements, before making an investment decision. Unless the context suggests otherwise, all references to "Athena", "we", "us", "our", or "the Company" refer to Athena Bitcoin Global, a Nevada corporation and all of its subsidiaries, and all references to "Athena Bitcoin" refer solely to Athena Bitcoin, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company. As used below, Bitcoin with an uppercase "B" is used to describe the system as a whole that is involved in maintaining the ledger of bitcoin ownership and facilitating the transfer of bitcoin among parties. When referring to the digital asset within the Bitcoin network, bitcoin is written with a lower case "b" (except, of course, at the beginning of sentences or paragraph sections, as below). The name "Athena Bitcoin" and the Athena Bitcoin logo service mark appearing in this prospectus are the property of Athena Bitcoin, Inc., a wholly-owned subsidiary of the Company. Solely for convenience, the trademarks, servicemarks and trade names in this prospectus are referred to without the ® and ™ symbols, but such references should not be construed as any indicator that the owner of such trademarks, servicemarks and trade names will not assert, to the fullest extent under applicable law, their rights thereto. We do not intend the use or display of other companies' trademarks and trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies.*

### Introduction

We are an early entrant in the crypto asset market and one of the first U.S. publicly traded companies using crypto assets and blockchain technologies in our business operations which include a global network of Athena Bitcoin ATMs.

Our management has determined that it is in our best interests to become a reporting company under the Securities and Exchange Act of 1934 as amended ("Exchange Act"), and endeavor to establish a public trading market for our common stock on the OTCQB or other trading systems. Currently our trading volume is limited and we are subject to the Alternative Reporting Standard of OTC Pink Market. Our management believes that establishing a public market on OTCQB or another exchange: (i) will increase our profile as a leading company in the international operation of Bitcoin ATMs, giving us greater identity and recognition, and (ii) will make it easier for us to attract additional equity capital, which we need to expand our business. There is no assurance that we will accomplish any of the foregoing goals and prospective investors are cautioned to carefully read the risk factors set forth herein prior to making an investment decision.



Athena Bitcoin connects the world's  
cash to the world of cryptocurrency.

## Overview

Athena Bitcoin Global owns and operates a global network of Athena Bitcoin ATMs, which we refer to as our ATMs, that allow our customers to buy or sell Bitcoin and other major crypto assets in exchange for their local fiat currency, such as dollars or pesos. We are focused on making Bitcoin and other major crypto assets more easily accessible, functional and usable for ordinary people and small businesses. Bitcoin, blockchains, smart contracts and crypto assets are poised to transform the international financial order, however for billions of people, this new financial system is out of reach. They still rely on cash, either because they do not have a bank account or choose not to use one. For them, a connection between digital finance and paper currency is necessary.

Bitcoin is a system for decentralized digital value exchange that is designed to enable units of bitcoin to be transferred across borders without the need for currency conversion. Bitcoin is not legal tender, except recently in the country of El Salvador. The supply of bitcoin is not determined by a central government, but rather by an open-source software program that limits both the total amount of bitcoin that will be produced and the rate at which it is released into the network. The responsibility for maintaining the official ledger of who owns what bitcoin and for validating new bitcoin transactions is not entrusted to any single central entity. Instead, it is distributed among the network's participants. As such, crypto assets are transferred entirely online, with no physical coins or bills. Instead of being held at a bank, crypto assets are held in one's digital wallet, which is an online vault for holding public and private keys for crypto assets. Instead of being transferred through banks, clearing houses and payment processors, crypto assets are transferred directly to the recipient online and transactions are recorded on a blockchain or public ledger. The value of each crypto asset is determined by trading among buyers and sellers all over the world. At the end of 2020, the overall market capitalization of crypto assets reached \$782 billion, representing a compounded average growth rate (CAGR) of over 150% since 2012. The supply of Bitcoin is greater than the M1 money supplies of the Swiss Franc and the Russian Ruble. One challenge for Bitcoin and other crypto assets is that they typically cannot be used to pay for things like groceries, utility bills, or a house. When someone wants to spend their bitcoin, they will generally need to first convert it to their local currency. Crypto asset owners can use crypto exchanges like Coinbase and acquire U.S. dollars by selling their crypto asset(s). On Coinbase or other crypto asset exchanges, users can oftentimes sell their bitcoin or other crypto assets for up to 50,000 U.S. dollars a day which can be wired or otherwise sent directly to a bank account and typically usable after one or two business days. Crypto exchanges are well suited for larger, planned transactions but can be inconvenient or entirely unsuitable for smaller or more immediate transactional needs. They also do not offer the level of convenience that bank customers are accustomed to. Most people in the U.S. use bank ATMs rather than bank tellers to get spending cash due to the added convenience.

## ATM Market

According to a University of Florida study, there were over 470,135 traditional ATMs operating in the United States in 2018. For Bitcoin owners, our ATMs play a similar role by providing cash conveniently and quickly. Someone that owns Bitcoin, Ethereum, Litecoin or BCH can visit our ATMs and get up to \$2,000 in cash in a single transaction. While our ATMs dispense cash for Bitcoin owners like a typical ATM cash machine does for a bank customer, our ATMs function is more akin to currency exchange booths at international airports. Our ATMs are performing real-time exchange between major crypto assets and local fiat currency including dollars and pesos. Instead of exchanging across countries, we exchange between the legacy financial system and a new emerging digital financial system. The majority of our customers use our services to purchase Bitcoin with dollars. Although some of our ATMs in the United States support dispensing dollars in exchange for Bitcoin, only a small percentage of customers use this service. However, in Central and South America, there is a more even distribution between purchases and sales. Athena Bitcoin ATMs enable anyone to quickly buy or sell Bitcoin, Ethereum, Litecoin or BCH in exchange for local paper money. While our ATMs differ substantially in function from bank ATMs, they provide a similar level of convenience. In addition, our ATMs benefit from the public's vast experience using bank ATMs, which greatly contributes to making our ATMs a very user-friendly method for anyone to buy or sell Bitcoin.

## Company Summary

The Company is focused on developing, owning and operating a global network of Athena Bitcoin ATMs, which are free standing kiosks that permit customers to buy or sell crypto assets (including Bitcoin, Ethereum, Litecoin and BCH) in exchange for cash (banknotes) issued by sovereign governments and often referred to as fiat currencies. The Company places its machines in convenience stores, shopping centers, and other easily accessible locations. Our network presently includes Athena Bitcoin ATMs in 10 states and 3 countries in Central and South America. We seek to expand our network in the U.S. and globally, and to further develop Athena Bitcoin as a trusted and preferred brand for parties seeking to exchange currency for Bitcoin and other major crypto assets.



Customers can purchase as little as \$1 of Bitcoin, but normally choose between \$100 and \$1,000 using Athena Bitcoin ATMs. The typical ATM that the Company operates is about 5-foot tall and features a large touchscreen for customer interaction. The customer typically needs to have a wallet app on his smart phone to buy or sell crypto assets on our ATM. In the process of the transaction, the customer will follow the steps prompted on the screen. When a customer is buying crypto assets, the machine will prompt the customer to insert cash since our ATMs do not accept debit or credit cards. When the customer is done, a receipt will print showing exactly how much crypto assets have been bought and the address they were sent to.

The Company's ATMs do not contain any crypto assets or keys to crypto assets. The Company sells Bitcoin, Ethereum, Litecoin and BCH from cloud-based wallets in each country, enabling real-time supply of crypto assets to its customers. For the period ending September 30, 2021 and the fiscal years ending December 31, 2020 and December 31, 2019, the Company's breakdown of volume of ATM transactions per crypto asset is as follows:

Crypto Asset	For the Nine Months Ended September 30, 2021	2020	2019
Bitcoin	72,076	100,113	72,061
Ethereum	2,303	913	78
Litecoin	4,794	7,511	11,603
Bitcoin Cash (BCH)	826	1,044	1,403
<b>Total</b>	<b>79,999</b>	<b>109,581</b>	<b>85,145</b>

The Company buys most of its crypto assets through automated purchases on crypto exchanges, based on algorithms the Company has developed for balancing its holdings with anticipated demand. In addition to this automated buying program, the Company is active in the over-the-counter dealer market and has bilateral relationships with several large crypto asset trading desks. We replenish our supply of Bitcoin, Ethereum, Litecoin and BCH daily as needed, and hold them in our wallet to sell to users of our ATMs. On average, we sell our holdings of Bitcoin within 3 to 5 days of buying it, and within 7 to 10 days of buying our Ethereum, Litecoin, and BCH holdings. We strive to keep this period short to reduce the effect of changes in crypto assets/U.S. dollar exchange rates on our business and to maximize our working capital. We do not invest or have long term holdings of Bitcoin, Ethereum, Litecoin or BCH.

We charge a fee per crypto asset available through Athena Bitcoin ATM, equal to the prevailing price at U.S.- based exchanges plus a mark up that typically ranges between 5% and 20%. The prices shown to customers on our Bitcoin ATM are inclusive of this price spread and are calculated by multiplying the prevailing price level of crypto asset by one plus the mark up. The mark up varies from one crypto asset to another and by location. It is determined by a proprietary method that is maintained as a trade secret. Our revenues associated with our ATM transactions are recognized at the time when the crypto asset is delivered to the customer. By increasing our geographic service area, including our recent expansion of operations in El Salvador, we aim to make Athena into a global financial services company that can connect the world's cash to the world of crypto assets.

### Corporate History and Other Information

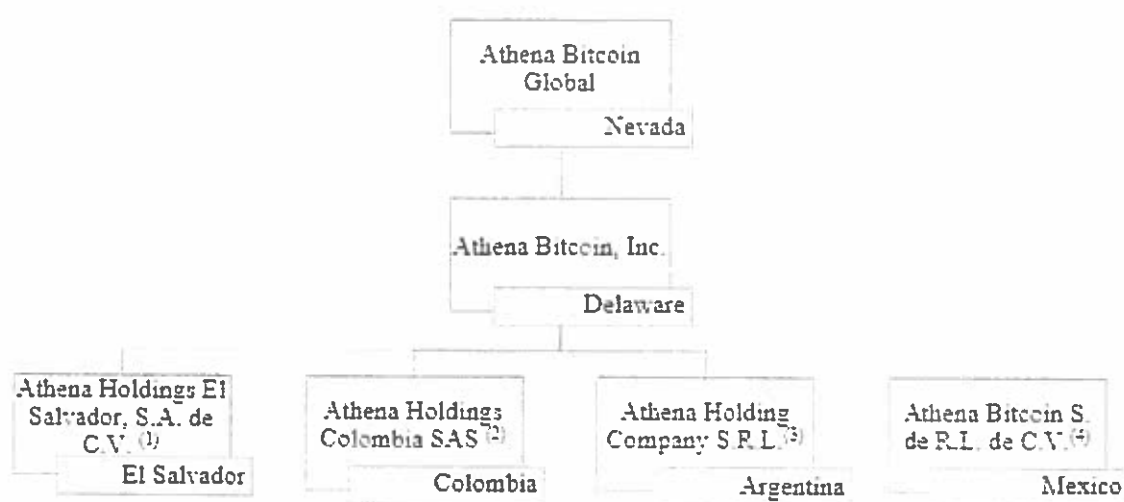
The Company was incorporated in the state of Nevada in 1991 under the name "GamePlan, Inc." for the sole purpose of merging with Sunbeam Solar, Inc., a Utah corporation, which merger occurred as of December 31, 1991 with GamePlan, Inc. as a sole surviving entity. The Company was involved in various businesses, including, gaming and other consulting services, prior to becoming a company seeking acquisitions (a "shell company" as defined in Rule 405 of the Securities Act). The Company was a reporting issuer under the Securities and Exchange Act of 1934 (the "Exchange Act") from 1999 until 2015 when it filed Form 15 pursuant to Rule 12g-4(a)(1) with the Commission and ceased to be a reporting company.

On January 14, 2020 the Company entered into a Share Exchange Agreement (the "Agreement"), by and among the Company, Athena Bitcoin, Inc., a Delaware corporation ("Athena Bitcoin") incorporated in 2015, and certain shareholders of Athena Bitcoin. The Agreement provides for the reorganization of Athena Bitcoin, with and into the Company, resulting in Athena Bitcoin becoming a wholly-owned subsidiary of the Company. The agreement is for the exchange of 100% shares of the outstanding common stock of Athena, for 3,593,644,680 shares of GamePlan, Inc. common stock (an exchange rate of 1,244.69 shares of common stock of GamePlan, Inc. for each share of Athena Bitcoin common stock). The closing of the transaction occurred as of January 30, 2020. Subsequently, in May, 2020, the Company filed its amended and restated articles of incorporation authorizing a total of 4,409,605,000 shares of common stock.

The Company approved the name change from "GamePlan, Inc." to "Athena Bitcoin Global" on March 10, 2021 by the unanimous consent of its Board of Directors and a majority consent of its shareholders. The Company filed an amendment to its Articles of Incorporation with the Secretary of State of the state of Nevada on April 6, 2021, with the effective date of April 15, 2021. The

Company's name change and trading symbol change to "ABIT" was declared effective by FINRA on OTC Pink Market as of June 9, 2021.

The Company, Athena Bitcoin Global, is a Nevada corporation which owns 100% of our operating subsidiary, Athena Bitcoin, Inc., a Delaware corporation. Our domestic business operations are conducted by Athena Bitcoin, Inc. We have operating subsidiaries in the specific countries where we operate, as more fully described in the following:



(1) Athena Bitcoin Inc. owns 99% of Athena Holdings El Salvador SA de CV and Eric Gravengaard holds 1% on behalf of the Company.

(2) Athena Bitcoin Inc. beneficially owns and controls Athena Holdings SAS which is nominally owned by Eric Gravengaard 95% and Matias Goldenhörn 5%.

(3) Athena Bitcoin Inc. beneficially owns and controls Athena Holding Company SRL which is nominally owned by Eric Gravengaard 45%, Gilbert Valentine 45%, and Matias Goldenhörn 10%.

(4) Athena Bitcoin Inc. owns 2,999 Shares of Athena Bitcoin SRL de CV and Eric Gravengaard owns 1 Share on behalf of the Company.

Our corporate office is located at 1332 N Halsted St., Suite 403, Chicago, IL 60642, and our telephone number is 312-690-4466. Our website is [www.athenabitcoin.com](http://www.athenabitcoin.com). The information on, or that can be accessed through, our website is not part of this prospectus and is not incorporated by reference herein.

## Industry Summary

The Company is an active participant in the operation of Bitcoin ATMs in the U.S. and Latin America. More broadly we operate in the market of retail sales of bitcoin facilitating small purchases of Bitcoin, Ethereum, Litecoin, and BCH. There are many ways that retail consumers, individuals purchasing small amounts from one dollar to a few thousand dollars' worth, can purchase or dispose of crypto assets.

### The Birth of Bitcoin ATMs

In the earliest days of Bitcoin, most transactions were done in person - often facilitated by websites. These sites matched prospective buyers with sellers and facilitated communications and wallet coordination, allowing them to meet in public places like coffee shops and street corners, and exchange bitcoin for envelopes of cash. The first Bitcoin ATMs began appearing in 2014. These ATMs were an instant hit with retail customers who were accustomed to in-person transactions because they offered instantaneous access to bitcoin in a familiar and safe method.

According to Reuters in a March, 2021 article titled "Bitcoin ATMs are coming to a gas station near you", the industry has grown from a handful of machines operated by hobbyists to more than 15,000 kiosks worldwide primarily operated by increasingly larger organizations. There are many operators of Bitcoin ATM networks, from crypto businesses to major corporate and conventional kiosk companies including Coinstar.

Exhibit 2-G

Some Bitcoin ATMs offer one-way exchange, allowing customers to only buy crypto assets. Others offer two-way exchange, so customers can buy crypto assets for cash, or sell some of their crypto assets and receive cash. Athena Bitcoin ATMs, serve clients with the following types of crypto assets: Bitcoin, Ethereum, Litecoin, and BCH in either one-way or two-way exchanges, depending on the functionality of each ATM machine.

### **Bitcoin Exchanges**

Parties that want to use their bank accounts to buy Bitcoin can do so without an ATM. These transactions are the domain of exchanges and specialty apps including services from Coinbase, Gemini, Kraken, and Square. These services generally accept U.S. dollar transfers from bank accounts and do not accept physical currency. These services may or may not, depending on several factors including method of deposit, allow the purchaser of a crypto asset on their platforms to immediately transfer the crypto asset into their own wallet. These services cater to larger purchasers and investors in crypto assets. Users of exchanges may use ATMs as a convenient method to get spending cash, similar to how bank account and credit card holders use bank ATMs.

The growth of businesses and services that accept Bitcoin and make it more functional is contributing to increasing Bitcoin usage. In October of 2020, PayPal and Venmo announced they will accept Bitcoin, thus enabling PayPal and Venmo customers to use their Bitcoin to make online purchases and online payments. In 2020 and 2021, with little promotion and advertising, we have experienced a significant increase in transaction volumes and average transaction sizes (see "Management's Discussion and Analysis of Financial Condition and Results of Operations"). We believe this trend is due in part to an increase in companies and online service providers that are helping to make Bitcoin more widely and easily usable. We believe that the use of Bitcoin ATMs will continue to rise as the Bitcoin and crypto industry and its many interconnected service providers expand.

## **Business Strategies**

We seek to grow and distinguish Athena Bitcoin services based on our method of location selection, our global expansion, operational efficiencies, and our authenticity as a crypto industry forerunner with respect to Bitcoin ATMs.

### **We are an efficient operator.**

We are focused on placing our ATMs in optimal locations that maximize both current income and future potential. Our ATMs are in urban, suburban, and rural locations. Our site selection criteria and metrics are a closely guarded proprietary aspect of our business. In placing our ATMs, we employ a data driven strategy based on factors we have learned over the years. In addition to data metrics, our placement strategy includes analysis of immediate trends, as we are in a dynamic business where usage is widening dramatically and often in unpredicted ways. Each location is chosen to complement the rest of the fleet and offer customers of diverse backgrounds access to convenient crypto assets transactions.

We are constantly improving our operational efficiency. Our ATMs serve as remote tellers that connect to our centralized cloud-based crypto trading operation. We have proprietary systems and methods of managing our currency exchange operation. Our founders have a deep understanding of high-frequency trading and were some of the first to electronically trade Bitcoin on multiple exchanges simultaneously. The objective of our purchasing algorithms is to frequently re-balance our crypto holdings to meet the dynamic demand of our many customers. Over-buying of any crypto asset can result in inefficiency and currency risk, while under-buying may temporarily prevent us from selling crypto assets at our ATMs. We strive to improve the efficiency of our currency exchange operations to maximize our profits, manage risk and facilitate growth.

### **We are a global business.**

We placed our first ATM outside the U.S. in Mexico in 2017. According to the CIA World Factbook, the median age in the United States is 38. In South America it is 31, and Africa has a median age of only 18. As the digital generation accumulate their wealth, they are far more likely to embrace crypto assets than their predecessors. Bitcoin is poised to quickly become a part of the lives of a huge percentage of the developing world's population. This "global south" offers a large green field expansion opportunity for us because it combines high usage of physical currency with low median age and reduced access to quality banking.

On June 8, 2021, El Salvador became the first and remains the only country to officially adopt the cryptocurrency as legal tender when its congress passed the Bitcoin Law proposed by President Nayib Bukele. On September 7, 2021, the Bitcoin Law was implemented and Bitcoin became legal tender in El Salvador, alongside the U.S. dollar, the country's other official currency. Under the new law, Salvadorans can pay taxes in Bitcoin and businesses are obliged to accept Bitcoin as payment for goods and services, in addition to the U.S. dollar. Given that more than 70% of the adult population of El Salvador does not have access to the traditional banking system, the government of El Salvador believes that Bitcoin will greatly help the unbanked get access to electronic payments.

The Company began working with the government of El Salvador in late June 2021 to support the implementation of its Bitcoin Law. In August 2021, we entered into certain agreements for services to be rendered by the Company to the Department of Treasury (Ministerio De Hacienda) of El Salvador, pursuant to which we have installed and are operating 200 Chivo Bitcoin ATMs in El Salvador, 10 Chivo Bitcoin ATMs at El Salvador consulates in the U.S., 45 Chivo Bitcoin ATMs in other U.S. locations, and importing and delivering 950 Chivo point-of-sale ("POS") terminals for local businesses in El Salvador to transact with Bitcoin. As of December 31, 2021, all Chivo Bitcoin ATMs are installed and operational and all 950 point-of-sale terminals have been delivered and subsequently distributed to end-users as per above. The Company is responsible for maintaining the existing software infrastructure supporting the operation of the ATMs, the hardware maintenance of the ATM, cash logistics and customer support. Currently, there are no on-going obligations with respect to the POS terminals.

In addition, we will also develop and maintain a Bitcoin platform (Chivo Ecosystem) designed to support the Chivo digital wallet. The Company was obligated to provide the software for the Chivo digital wallet, comprising both the software that runs on mobile smartphones, which we refer to as the App, and the software that runs on servers, which together comprise the Chivo Digital Wallet. The Chivo Digital Wallet has the following functions: (i) storing and displaying USD and Bitcoin balances; (ii) sending and receiving USD and Bitcoin between users of the Chivo digital wallet and (iii) sending and receiving Bitcoin using on-chain and Lightning Network transaction.

The delivery of the software was initially completed on September 7, 2021, with subsequent improvements delivered continuously throughout the quarter. The usage of the software and the operation of the Chivo Wallet is done by Chivo S.A. de C.V., a government-controlled entity. Through the period ended September 30, 2021, the Company booked expenses related to the Chivo Ecosystem in the amount of \$121,000. The government of El Salvador discontinued use of the platform on or about December 15, 2021, but has not terminated its contract with the Company while the Company assists the government's secondary provider. However, the government of El Salvador has indicated that it may resume utilizing the Company's software, and therefore our estimation of anticipated costs related to the development of the Chivo Ecosystem platform are uncertain.

The government of El Salvador owns the software (which we refer to as the "IP Software") and the Company has a perpetual, royalty-free license under its Master Services Agreement to market the IP Software elsewhere.

Subsequent to executing the Master Services Agreement, the Company implemented branding of its "Athena Ruru" suite of services, with such brand comprising of the three services the Company offers: Bitcoin ATMs, POS terminals and merchant services, and the wallet solution, based on the App. To date, the Company has not completed the sale of a license to its bitcoin platform, marketed under the Athena Ruru brand, to any other person, including without limitation any government entity or bank.

The Company's El Salvador Contracts have the following ongoing obligations:

Services	Contract Length
Maintenance of software	On-going during term of Master Services Agreement
Maintenance and operations of Bitcoin ATMs	On-going during term of Master Services Agreement

See also Business – Operations in El Salvador- Material Contracts on page 60.

Our strategy is to become a global financial services company that can connect the world's cash to the world of Bitcoin, Ethereum, Litecoin, and BCH. We have spent years learning how to expand our business across borders. We have assembled the people, processes, and technologies to enable us to continue to grow our global footprint we believe is unmatched by our competition.

### Competitive Strengths

When comparing Bitcoin ATMs to other methods of transacting, the primary advantage of an ATM is its ability to complete a transaction from payment to delivery of crypto assets quickly. In the context of a purchase transaction, our ATM only accept physical currency, which is an immediate and permanent form of payment, and which facilitates the immediate delivery of crypto assets, also an immediate and permanent form of transaction. Apps and services that rely on ACH or other bank mechanisms for the delivery of fiat currency in a transaction often cannot deliver the crypto asset quickly because the funding mechanism is neither immediate nor permanent.

### Risk Factors Associated with Our Business

Investing in our shares of common stock involves significant risks. You should carefully consider the risks described in "Risk Factors" before deciding to invest in our shares. If we are unable to successfully address these risks and challenges, our business, financial condition, results of operations, or prospects could be materially adversely affected. In any of such cases, the trading price of our common stock would likely decline, and you may lose all or part of your investment. Below is a summary of some of the risks we face.

- Our shares are subject to liquidity risks.
- Our business is in a relatively new consumer product segment, which is difficult to forecast.
- Our operating results may fluctuate due to the highly volatile nature of crypto.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion and analysis of financial condition and results of operations should be read in conjunction with our historical financial statements and the notes to those statements that appear elsewhere in this prospectus. Certain statements in the discussion contain forward-looking statements based upon current expectations that involve risks and uncertainties, such as plans, objectives, expectations, and intentions. You should read the sections titled "Risk Factors" and "Special Note Regarding Forward-Looking Statements" for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.*

### Overview

The Company is focused on developing, owning, and operating a global network of Athena-branded Bitcoin ATM machines, which are free standing kiosks that permit customers to buy or sell crypto assets in exchange for cash (banknotes) issued by sovereign governments - often referred to as fiat currencies.

We place our machines in convenience stores, shopping centers, and other easily accessible locations. Our network presently includes Athena Bitcoin ATMs in 10 states and 3 countries in Central and South America. See table below for our ATMs breakdown, as of September 30, 2021.

Country	Number of Athena Bitcoin ATMs (as of September 30, 2021)		Type of Fiat Currency
	Total	Two-Way	
United States	144	87	U.S. Dollar
El Salvador	3	3	U.S. Dollar
Argentina	11	11	Argentine peso
Argentina	1	1	U.S. Dollar
Colombia	17	17	Colombian peso

We offer Bitcoin, Ethereum, Litecoin, and Bitcoin Cash (BCH) for sale at all our ATM machines. We also buy these crypto assets at some of our ATM machines (also known as two-way ATMs). The cash withdrawal limit from our two-way ATMs is \$2,000 per transaction. We replenish our ATMs about twice a week or depending on usage, using bonded security companies.

We also operate an over-the-counter ("OTC") desk for private clients and trade customers of the Company. Customers typically interact with the Company on the phone for transaction sizes in dollar terms greater than \$10,000 and on some occasions, for crypto assets not included in our ATMs. Since 2019, we have been typically buying and selling Bitcoin through our OTC desk, but we have also executed transactions in Ethereum, Litecoin, and in some cases, altcoins such as Bitcoin SV, Ripple, Siacoin, Tether, and Tron. As of September 30, 2021, we do not anticipate transacting in any other crypto assets except Bitcoin, Ethereum, Litecoin, and BCH.

Additionally, we operate ATMs and point-of-sale ("POS") terminals on behalf of certain customers, typically under their brand, which we refer to as "white label service". This white label service is comprised of maintaining ATMs and POS terminals to facilitate the exchange of crypto assets for cash, and vice-versa, by our customers with their counterparties. We do not control the service in this case as we are not responsible for fulfilling the exchange contract or establishing pricing at these ATMs and POS terminals. Currently, the government of El Salvador is our only white label service customer. The Company has begun working with the government of El Salvador in late June 2021 to support the implementation of its Bitcoin Law. In August 2021, we entered into certain agreements for services to be rendered by the Company to the Department of Treasury (Ministerio De Hacienda) of El Salvador, pursuant to which we have installed and are operating 200 Chivo Bitcoin ATMs in El Salvador, 10 Chivo Bitcoin ATMs at El Salvador consulates in the U.S., 45 Chivo Bitcoin ATMs in other U.S. locations, and importing and delivering 950 Chivo point-of-sale ("POS") terminals for local businesses in El Salvador to transact with Bitcoin. As of September 30, 2021, we were operating 201 white label ATMs in El Salvador for the Department of Treasury (Ministerio de Hacienda) of El Salvador. We were not operating any POS terminals on behalf of any clients as of September 30, 2021.

From time to time, we sell equipment such as POS terminals as well as software and corresponding intellectual property ("IP") to customers, which we consider to be ancillary to our primary business. This activity is sporadic.

## Expansion of Business Operations in El Salvador

### Overview

On June 8, 2021, the Bitcoin Law, proposed by President of El Salvador, Nayib Bukele, was passed by the Legislative Assembly of El Salvador giving Bitcoin the status of legal tender within El Salvador. Under this law, effective as of September 7, 2021, Salvadorans can pay taxes in Bitcoin and businesses will be obliged to accept Bitcoin as payment for goods and services. The U.S. dollar will continue to circulate alongside Bitcoin as the national currency. When Salvadorans convert their Bitcoin to dollars, they do not receive dollars in the digital wallet. Instead they become holders of stable-dollar coins, which are only a claim to real dollars. At that point, Salvadorans hold an asset backed by the full faith and credit of Mr. Bukele's government. The government spent up to \$75 million to supply \$30 worth of Bitcoin into each Chivo wallet, the country's new official Bitcoin wallet application. That funding would cover the cost of providing 2.5 million citizens with Bitcoin in a country of 6.5 million. The government also created a \$150 million fund to support Bitcoin to U.S. dollar conversions and began implementation of Chivo ATMs.

El Salvador ranks third to last among its regional peers in terms of banking access. Since approximately 70% of the adult population of El Salvador does not have access to the traditional banking system, Bitcoin/digital wallets can serve as a savings instrument, promote financial inclusion and democratize access to electronic payments. Currently, there are already 161 mobile subscriptions per 100 inhabitants in El Salvador, and it is likely easier to provide financial services linked to cellphones than trying to open new bank accounts. Bitcoin legalization could lower the cost of paying and receiving money. According to President Bukele, Bitcoin, which is easy to send across borders, will greatly reduce remittance fees. In El Salvador, remittances accounted for more than 20% GDP in 2020. On a global basis, according to the World Bank's Remittance Prices Worldwide (March 2021), sending remittances costs an average of 6.38% of the amount sent, but can reach more than 10% for small transactions. The high cost of remittances means that El Salvador loses more than 1% of GDP on remittances fees. The Chivo digital wallet also allows Salvadorans in the U.S. to send money home without incurring remittance fees. Since the implementation of the Bitcoin Law, many Bitcoin enthusiasts around the world have shown interest in moving to the country, where their Bitcoin trading profits would be tax-exempt and where tax rates are relatively low. El Salvador is offering permanent residency to anyone who invests at least three Bitcoins (about \$160,000) in the country. Legalization of Bitcoin could attract investment of both crypto asset investors and miners, and could generate additional tourism.

### Business Operations

Since June 2021, when the Bitcoin Law was enacted, the Company has focused its resources and expanded its operations in El Salvador. The Company's operating subsidiary in El Salvador is Athena Holdings El Salvador, S.A. de C.V.; however, our agreements with the government of El Salvador discussed below, have also been entered with Athena Bitcoin Global, a Nevada corporation and Athena Bitcoin, Inc., a Delaware corporation, our wholly-owned operating subsidiary. We began discussions with the government of El Salvador in late June 2021, and successfully executed agreements with the Department of Treasury (Ministerio de Hacienda) in August, 2021. Under those agreements, the Company is responsible for several major projects, which include the operation of 200 Chivo Bitcoin ATMs in El Salvador, 10 Chivo Bitcoin ATMs at El Salvador consulates in the U.S. (in the states of California, Florida, Georgia, Illinois, and Texas), 45 Chivo Bitcoin ATMs in other U.S. locations, and the distribution of 950 Chivo point-of-sale ("POS") terminals for local businesses in El Salvador to process transactions with Bitcoin. Additionally, we develop and maintain a Bitcoin platform ("Chivo Ecosystem") designed to support the Chivo digital wallet.

For operating 200 Bitcoin ATMs and developing and maintaining the Chivo Ecosystem, the Company will be paid a one-time installation fee and recurring monthly service fees. The Department of Treasury of El Salvador will pay us for each POS terminal as well as monthly maintenance fees once the service becomes operational. We are also charging a monthly fee to maintain Chivo Bitcoin ATMs in the U.S. for each consulate and a small mark up of all Bitcoin purchases made on those ATMs. The agreement terms vary by project from one year to three years with monthly or annual renewal terms. Currently, we do not face any direct competition for the services we provide since we are operating under contract with El Salvador's Treasury department. The Treasury department owns all intellectual property developed for the Chivo Ecosystem and has granted Athena a royalty-free, fully paid up, perpetual worldwide right and license to use for any purpose.

### **Contracts with government of El Salvador**

In the third quarter of 2021, the Company signed several contracts with the Department of Treasury (Ministerio de Hacienda) of El Salvador ("El Salvador Contracts") which include installing and operating 200 Chivo Bitcoin ATMs in El Salvador, 10 Chivo Bitcoin ATMs at El Salvador consulates in the U.S., 45 Chivo Bitcoin ATMs in other U.S. locations, and sales of 950 point-of-sale (POS) terminals for local businesses in El Salvador to process transactions with Bitcoin. Additionally, the Company will sell intellectual property in software, and develop and maintain a Bitcoin platform designed to support a branded digital wallet, as specified in El Salvador Contracts. See also Note 4 to the unaudited financial statements for the nine months' period ended September 30, 2021.

### **Letter of Intent with Vakano Industries**

The Company entered into a non-binding Letter of Intent with Arley Lozano, a principal beneficial owner of Vakano Industries and XPay, both Colombian entities (collectively, "XPay"), for the purchase and sale of certain assets of XPay, primarily intellectual property assets, including the XPay Wallet (the precursor to the Chivo Wallet) and XPay POS software, to the Company. In September, 2021, Lozano and the Company entered into a term sheet proposed agreement to acquire assets of XPay which include certain technologies, ATMs, point-of-sale terminals in El Salvador, X-Pay POS system and other assets. The total purchase price is comprised of \$3 million in cash and the issuance of 270 million of the Company's shares of common stock (valued at \$27 million at a \$0.10 per share valuation). The shares are subject to vesting over a three-year period based on the consulting services related to the management of Colombian operations to be provided by Mr. Lozano and additional five-year non-competition and non-solicitation clause. The shares shall vest on one year cliffs and then linearly thereafter. The definitive agreement for the purchase and sale of XPay assets has not been executed yet, however, the Company paid an initial deposit of \$780,000 to XPay as a partial payment towards the purchase price of \$3,000,000 for XPay assets. The initial payment was accepted and agreed to by XPay on September 9, 2021 in a written confirmation which included a specific list of assets to be acquired by the Company. See also, Note 13 to the unaudited financial statements of the Company for the nine months' period ended September 30, 2021.

### **Loan from Banco Hipotecario**

In September 2021, the Company's El Salvador subsidiary, Athena Holdings El Salvador, S.A. DE C.V. ("Athena El Salvador") entered into a loan agreement with Banco Hipotecario for the loan amount of \$1,500,000. The loan has an interest rate of 7.5% and is secured by Athena El Salvador's assets in El Salvador. The maturity date is 36 months after the disbursement of the funds. The monthly payments on the loan in the equal amounts of \$49,108, begin two (2) months after the disbursement of the funds. As of September 30, 2021, no funds have been disbursed to the Company. The Company intends to utilize loan proceeds to expand its fleet of Bitcoin ATMs and for other general corporate purposes. See also Note 8 ("Debt") to the unaudited financial statements for the nine months' period ended September 30, 2021.

### **Athena Ruru**

In November 2021, the Company began marketing its services under a service branded "Athena Ruru". Athena Ruru includes three services the Company offers: Bitcoin ATMs, point of sale (POS) terminals and merchant services, and the wallet solution. The Company believes that by defining those services as a complete product, it could facilitate the combined use of digital currency and electronic banking to power economies in need of access and inclusion to enable them to grow their GDP, such as the economy of El Salvador. As a payment system, it provides a mobile wallet which allows users to access both crypto assets and fiat balances, exchange between those assets, send and receive money, pay for goods and services, and deposit and withdraw funds to local bank accounts and international crypto asset platforms. The target market for the combined product offering includes other government entities, regional banks, and other trusted institutions that want to provide their constituencies with access to a wallet integrated into an ATM and merchant network.

### **Environmental Impact**

El Salvador's Bitcoin plan has put a spotlight on the environmental impact of cryptocurrency with the World Bank flagging such potential adverse effects among its concerns. Mining digital currency requires large amounts of energy, and the Bitcoin industry's global CO2 emissions have risen to 60 million tons, equal to the exhaust from about 9 million cars, according to Bank of America's report in March 2021. President Bukele sought to counter sustainability concerns by engaging state-owned geothermal electric company, LaGeo SA de CV to offer Bitcoin mining facilities using renewable energy from the country's volcanoes.

**Outstanding Equity Awards at 2020 Fiscal-Year End**

The following table sets forth information regarding outstanding equity awards at the end of 2010 for each of our NEOs.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value Of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
	0	0	0	0	0	0	0	0	0

**Employment Contracts, Termination of Employment**

We do not have employment contracts with our officers, however, we have signed Offer Letter with our Chief Financial Officer which provides for an annual salary of \$250,000, health and transit benefits, vacation time and participation in the Company's equity compensation plan. In an event of termination without cause, Mr. Suri would be entitled to receive compensation equal to six-months of his base salary. See Exhibit 10.12. We have also terminated our oral agreement with Advisory FX LLC in October 2021, and Mr. Weinhaus is compensated directly for his services as the Company's President.

**Compensation of Directors**

Our directors did not and do not receive any compensation for their services as our directors. We will reimburse directors for their reasonable out-of-pocket expenses, including travel, food, and lodging, incurred in attending meetings of our Board and/or its committees. We do not expect to compensate our employee directors for their service on our board of directors in the future.

**Outstanding Equity Awards at Fiscal Year-End December 31, 2020**

Not applicable. At the end of 2020, there were no equity awards outstanding, and the Company has not adopted such a plan.

Prior to the Share Exchange transaction, as defined elsewhere in this prospectus, the Company's subsidiary had 2016 Stock Option Plan which was terminated in January, 2020. See Note 11 to the Financial Statements.

Declaration of Panagiotis Angelopolous

I, Panagiotis Angelopolous, have personal knowledge of the facts below based on my professional experiences working on Chivo Wallet as a software developer:

- The El Salvadoran entity of Athena Bitcoin, which I believe is called Athena Holdings El Salvador, S.A. de C.V., maintained a balance of U.S. dollar and bitcoin within Chivo Wallet, which was internally known as Chivo Core.
- Athena Bitcoin's El Salvadoran entity used its balances within Chivo Core to deliver bitcoin to anyone transacting at a Chivo ATM worldwide, including Athena's bitcoin ATMs in the United States, regardless of whether or not they owned, maintained or interacted with a Chivo Wallet account on their phone or any other electronic device.
- The ATMs experienced numerous outages due to the inability of Chivo ATMs to determine the U.S. dollar and bitcoin balances of Athena Bitcoin El Salvador within Chivo Core.
- Williams Mendez and Franklin Grassals, contractors for Accruvia, resolved ongoing Chivo ATM outages by reducing balance calculation times from more than two minutes to less than 10 seconds, at the time of improvements applied.
- Chivo ATMs were unable to perform their primary function, the buying and selling of bitcoin, without directly interfacing with Chivo Core, the software of which Accruvia contractors worked.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on \_\_\_08.24, 2022.



\_\_\_\_\_  
Panagiotis Angelopolous

Supplemental Declaration of Panagiotis Angelopoulos

I, Panagiotis Angelopoulos, have personal knowledge of the facts below based on professional experiences working on Chivo Wallet as a software developer:

- I worked as a paid contractor for “Athena Bitcoin” on Athena Ruru which uses the same code base as Chivo Wallet, also known as “Chivo Core”. My agreement did not distinguish the specific Athena entity for whom I was working.
- The company paid me in bitcoin, so I am unable to speculate as to whether Athena Bitcoin Global or Athena Bitcoin, Inc., or some other Athena entity, paid for my work.
- I have personal knowledge of source code done for “Athena Bitcoin” for projects known as “Chivo Wallet”, and now also as “Athena Ruru”.
- The source code covers all activity in the code between the start date 08.01.2021 and 07.28.2022 date, the day of the last “commit” of which I am aware in the code.
- A “commit” is a change in the code that tracks the author, the changes and the time that the commit was made.
- The commits show that Accruvia contractors performed work that is contained within Athena Ruru.
- On or about 03.17.2022, Athena “forked” the old code repository, “Chivo Core”, into a new repository, “Ruru Core”. That fork still contains the original work of Accruvia as of 07.28.2022.
- Based on my understanding of the ATM network of various Athena entities, Accruvia’s work is likely being used in the Athena products known as “Athena Ruru” and “Ruru Direct”.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed on 10.07.2022.



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Panagiotis Angelopoulos